

BOARD OF DIRECTORS

NARESH RACHCHH
RAJENDRA THAKKAR
MITESH JANI
KIRIT SHAH

:
:
:
:

DIRECTOR
DIRECTOR
DIRECTOR
DIRECTOR

AUDITORS

:

M/S ARUN JAIN & ASSOCIATES
2-B, GRANT LANE
2ND FLOOR, ROOM NO. 74
KOLKATA -700012

BANKERS

:

KOTAK MAHENDRA BANK
AXIS BANK LTD

REGISTERED OFFICE

:

27 - A WATER LOO STREET, 3RD FLOOR
KOLKATA - 700069 (W.B.)

**REGISTRAR SHARE
TRANSFER AGENT**

:

PURVA SHARE REG. INDIA PVT. LTD.
9-SHIV SHAKTI INDL. EXTATE,
J.R. BORICHA MARG,
OPP. KASTURBA HOSPITAL,
LOWER PAREL (E),
MUMBAI - 400011

BOOK CLOSURE

:

28-09-2011 TO 30-09-2011

DATE OF AGM

:

30TH SEPTEMBER 2011

NOTICE

NOTICE is hereby given that Annual General Meeting of the members of **SunBright Stock Broking Ltd.** will be held on 30th September 2011 at 11.00 AM at the Registered Office of the Company to transact the following business:-

ORDINARY BUSINESS:

01. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2011 and Profit and Loss Accounts for the year ended on 31st March 2011 and Directors' and Auditors' Report thereon.
02. To appoint a Director in place of Mitesh Jani, Director who retires by rotation at this Annual General Meeting and being eligible offer himself for reappointment
03. To appoint Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

NOTES:

01. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF ON A POLL AND THAT A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY 48 HOURS BEFORE THE DATE OF MEETING.
02. The Register of members and share transfer book of the Company will remain closed from 28th Sept. 2011 to 30th Sept., 2011.
03. Members are requested to bring their own copies of Annual Report to the meeting.
04. Members are requested to inform about the change of address, if any to the Company immediately.
05. Members desirous of making nomination in terms of Section 109A of the Companies Act, 1956 in respect of their shareholding may approach the company for obtaining prescribed form and return the same duly filled in and signed for registration with the company.

**BY ORDER OF THE BOARD OF DIRECTORS
For SunBright Stock Broking Ltd.**

**PLACE: KOLKATA
DATE : 01-09-2011**

**Sd/-
Naresh Rachchh
(CHAIRMAN)**

DIRECTORS' REPORT

To,

The Members,

Your Directors have pleasure in presenting the Annual Report together with audited statement of accounts of the Company for the year ended on 31st March 2011.

OPERATIONS DURING THE YEAR:

The company has a very good Operational activity during the year due to good market.

FINANCIAL RESULTS:

Financial Results	Amount in Lacs	
	2010-11	2009-10
Turn Over	12.84	15.05
Expenses	11.64	15.27
Profit Before Tax	1.20	-0.22
Provision for Tax	0.00	0.00
Profit after Tax	1.20	-0.22

AUDITORS:

The members are requested to appoint auditors for the current year and to fix their remuneration. M/s. ARUN JAIN & ASSOCIATES., Chartered Accountants have consented for continuation to act as the auditors of the Company, if re-appointed.

PUBLIC DEPOSITS :

During the year the company has not accepted any deposit u/s. 58A of the Companies Act, 1956.

DIRECTORS:

During the year Mitesh Jani, will retire by rotation at the ensuing A.G.M and being eligible, offer himself for re-appointment.

FOREIGN EXCHANGE EARNING AND EXPENDITURE:

There were no Foreign Exchange transactions during the year.

PERSONNEL AND OTHER MATTERS:

As required by the provisions of Section 217(2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975, as amended, the names and other particulars of the employees are not given as no employee was coming under the provisions set of section 217 (2A).

Since the Company does not own any manufacturing activity, the disclosure of information relating to conservation of energy and technology absorption to be disclosed in terms of Section 217(1)(e) of the Companies Act, 1956, read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988, are not applicable and hence not given.

AUDIT COMMITTEE :

The Company has formed an Audit Committee comprising of 3 directors. The terms of the reference of the committee are in line with the requirements as stipulated u/s 292A of the Co. Act, 1956 and Corporate Governance as stated in Clause 49 of the Listing Agreement.

DIRECTORS' RESPONSIBILITY STATEMENT :

The Directors confirm that in preparation of the annual accounts for the year ended March 31, 2011 -

1. the applicable accounting standards had been followed along with proper explanation relating to material departures;
2. they had selected such accounting policies and applied them consistently and made;
3. judgements and estimates that are reasonable and prudent had been taken 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;
4. they had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities; and
5. they had prepared the annual accounts on a going concern basis.

CORPORATE GOVERNANCE AND COMPLIANCE:

A report on corporate governance is annexed to this report. A certificate from Statutory Auditors with regards to the compliance of the corporate governance by the company is annexed to this report.

The company has fully complied with all mandatory requirements prescribed under clause 49 of the listing agreement. In addition, the company has also implemented some of the non mandatory provisions of clause 49.

ACKNOWLEDGEMENTS:

The Directors thank the clients for the confidence reposed, which has enabled the Company in successfully achieving the satisfactory performance.

The Directors also thank the Company's bankers, lenders, the Government of India, the Securities and Exchange Board of India, the Reserve Bank of India and other statutory authorities for their continued support to the Company.

The Directors express their gratitude for the support and guidance received from its shareholders.

The Directors also express their sincere thanks and appreciation to all the employees for their commendable teamwork, professionalism and contribution during the year.

**BY ORDER OF THE BOARD OF DIRECTORS
FOR SunBright Stock Broking Ltd.**

**PLACE: KOLKATA
DATE : 01-09-2011**

**Sd/-
Naresh Rachchh
(CHAIRMAN)**

Annexure - A to the Directors' Report for the year ended 31st March, 2011

REPORT ON CORPORATE GOVERNANCE

1. Corporate Governance Philosophy:

The Company believes in good Corporate Governance and is putting into practice the prevailing guidelines. The Company believes in providing detailed information to the shareholders in respect of Company's business and financial performance. The objective of the Company is to achieve business excellence and thereby enhance the value of long-term interest of all the shareholders.

2. Board of Directors:

(i) Composition, Category of Directors and their other Directorship and Membership Chairmanship of Committees.

SR. No.	Name of Director	Category	Number of other		
			Directorships	Committee Memberships	Committee Chairmanships
1	Naresh Rachchh	M.D.& Non. Exe. Chairman	-	3	1
2	Kirit Shah	DIRECTOR	-	-	-
3	Mitesh Jani	Non-Exe.-IND. Dir	-	3	1
4	Rajendra Thakkar	Non-Exe.-IND. Dir	-	3	1

(ii) Board Meetings held and attendance of Directors.

During the year under review, 4 Board Meetings were held on 25-04-2010, 25-07-2010, 01-09-2010 and 25-01-2011. The attendance of each Director at these meetings was as follows.

Sr. No.	Name of Director	No. Of Board Meeting Attended	Attendance at the AGM Held on 30-09-2011
1	Naresh Rachchh	4	YES
2	Kirit Shah	2	NO
3	Mitesh Jani	4	YES
4	Rajendra Thakkar	4	YES

3. Audit Committee:

The Board constituted an Audit Committee and presently consisting of following three Directors. As required u/s. 292A of the Co. Act, 1956 and u/c 49 of the Listing Agreement, 2 Directors have financial & accounting expertise. Details of Audit Committee meetings held during the year April 2010 to March 2011 and the attendance of the Audited Committee Members are as under:

SR. NO	Name of the Director	Category	No. Of Meeting Held
1	NARESH RACHCHH	Managing Director	Held 4 Attend. 4
2	RAJENDRA THAKKAR	Indep. Director & chairman of the Audit Committee	Held 4 Attend. 4
3	MITESH JANI	Indep. Director	Held 4 Attend. 4

The terms of reference as laid down by the Board are in line with the requirements specified in the Companies Act, 1956 and Clause 49 of the Listing Agreement. These interalia review of annual financial statement, adequacy of internal control system and internal audit function.

4. **Remuneration Committee :**
Being non-mandatory requirement, the company constituted the said committee to decide and fix payment of remuneration and sitting fees to the Director of the Company.

Presently NARESH RACHCHH is Chairman of the said committee and RAJENDRA THAKKAR and MITESH JANI are the members of the committee.

5. **Share Transfer Committee:**
A Share Transfer Committee constituted, consisting of MITESH JANI, Chairman of the said Committee and NARESH RACHCHH and RAJENDRA THAKKAR, Directors of the Company to take care of matters relating to share transfer, transmission, issue of duplicate / consolidated / split share certificate etc. The committee meets regularly to approve share transfer. As on date the Committee comprises of 3 Directors. This Committee also looks into the grievance, complaints and other issues concerning the shareholders / investors.

All transfers received have been proceeded in time with no pending share transfers. There are no unresolved shareholders complaints pending.

RAJENDRA THAKKAR, Director of the Company is the Compliance Officer to monitor share transfers, shareholders grievances and complaints and liaise with regulatory authorities.

6. **General Body Meeting :**
The last three Annual General Meeting

Financial Year	Date	Time	Location
2007-08	30-09-2008	11.00 A.M.	At the Registered Office of the Company
2008-09	30-09-2009	11.00 A.M.	At the Registered Office of the Company
2009-10	30-09-2010	11.00 A.M.	At the Registered Office of the Company

No special resolutions on matters requiring postal ballot are placed for shareholders approval at this meeting.

7. Disclosures:

There is no material significant transaction with related party i.e. transactions of the Company of material nature with its promoters, the Directors or the Management, their subsidiaries or relatives etc. which may have potential conflict with the interest of the Company at large.

8. Means of Communication:

1. The quarterly unaudited financial results are submitted to the respective Stock Exchanges where equity shares are listed and regularly published in the local news papers.
2. The Management Discussion and Analysis Report prepared by the management and forming part of the Annual Report is separately attached.

9. General Shareholders Information:

- (i) **Annual General Meeting** the 30th Sept., 2011 at 11.00 A.M. at the Registered Office of the Company.

(ii) **Financial Calendar (tentative)**

Fin. reporting of the quarter ended June.30	End July
Fin. reporting of the quarter ended Sept.30	End October
Fin. reporting of the quarter ended Dec.31	End January
Fin. reporting of the quarter ended Mar.31	End April

- (iii) **Date of Book Closure:** 28-09-2011 to 30-09-2011.

- (iv) **Dividend payment date:** Not applicable

(v) **Listing of Stock Exchanges.**

Bombay Stock Exchange Limited, Code No. 530762
 Ahmedabad Stock Exchange Limited
 Kolkata Stock Exchange Association Ltd.
 The Hyderabad Stock Exchange Limited
 Jaipur Stock Exchange Limited

The Company has paid Listing Fees for the year ended April 2011 to March 2012 to all the Stock Exchanges listed above.

- (vi) **Market Price data**
 During the financial year ended on 31-03-2011, the Equity Shares were not traded at all and no prices are recorded as the scrip of the company is suspended by BSE.

(vii) **Share Transfer System**

The Company has appointed M/S. PURVA SHAREGISTRY INDIA PVT. LTD, MUMBAI as Share Transfer Agent. All the share physical as well as Demat are being handled by the said Agency.

- (viii) **Dematerialisation of Shares**
The shares of the company are available for dematerialization with NSDL & CDSL through ISIN NO- **INE476D01018**.

- (ix) Address for Correspondence by Shareholders: At the Regd. Office.

10. **Categories of Share Holding as on 31-03-2011 :**

Category	Number of Shares	%
Promoters – Indian Promoters	224000	3.72
Body Corporate	551700	9.18
NRI	213000	3.54
Indian Public	5017600	83.53
Total	6006300	100.00

11. **Certification With Respect To Financial Statement :**
The Managing director of the Company has furnished a certificate to the Board of Directors of the Company with respect to accuracy of financial statements and adequacy of internal controls and also compliance of Corporate Governance as required under clause 49 of the listing agreement.
12. **Whistle Blower Policy :**
Recently, the Security & Exchange Board of India has also prescribed the adoption by all listed companies, of a Whistle Blower Policy as a non-mandatory requirement. The company has adopted a Whistle Blower Policy, which affords protection and confidentiality to Whistle blowers. The Audit Committee Chairman is authorized to receive Protected Disclosures under this Policy. The Audit Committee is also authorized to supervise the conduct of investigations of any disclosures made whistle blowers in accordance with policy.
No personnel have been denied access to the Audit Committee. As of March 31, 2011, no Protected Disclosures have been received under this policy.
13. **Code Of Conduct:**
The Company's Board of Directors has adopted the code of conduct which govern the conduct of all directors /employees. All Directors and senior management personnel have affirmed compliance with respective codes for the year ended on 31st March 2011.
14. **Implementation of Non-Mandatory Corporate Governance Requirements**
The company has implemented the following non-mandatory requirements as stated in clause 49 of the listing agreement with respect to Corporate Governance:-
- (i) **Remuneration Committee:-** Already details have been given earlier.
 - (ii) **Whistler Blower policy:-** Under this policy employees of the Company can report to the management about unethical behaviour, actual or suspected fraud or violation of code of conduct or ethics policy. It is the company's policy to insure that the Whistler Blower are not victimized or denied direct access to the chairman of the Audit Committee. The existence of said policy mechanism has been communicated to all employees.

MANAGEMENT DISCUSSION AND ANALYSIS

The Company is in the business of Trading in shares and Finance Activity. The key issues of the Management Discussion and Analysis are given below.

(a) Industry structure and developments

Indian Finance market size is estimated at Rs. 350 Trillion. Approximately one third of this demand is met through Share Market and the balance is met through Financers and lenders. The Industry is mainly dependent on the Investors sentiments. It is now prevailing good and getting healthy.

The fortunes of the Finance industry are, to a large extent, linked to the growth of the Industry and Investment sentiments of the people. The Industry is facing intense competition from the Foreign financial Institution.

(b) Strength

The strength of a company is known from the profit it earns and sound advances. It also depends on the Government policies of taxation. Introduction of Securities Transaction Tax and thereby exempting Long term Capital gain has given a big boost to the market.

(c) Comment on Current year's performance

Receipts	: The Receipt has been phenomenal for the first year of its operations.
Operating Expenses	: The operating Expenses are well under control.
Operating Profits	: The Operating Profits are up to industry mark.
Indirect Expenses	: The Indirect Expenses are under control.
Depreciation	: Reasonable amount of Depreciation is provided.
Profit before tax	: Profit before tax is also an improving trend.
Taxation	: Taxation is Provided as per Income Tax Act.
Debtor/Sales	: Debtors are reasonable.
Creditors/Purchase	: The Company has an established credit.

d) Opportunities and threats

The impact of boom in capital market and real estate market due to government support has provided a boost to the economy and it is set to grow at 11% to 12% supported by a smart growth in manufacturing and services sectors. This brings prosperity to a country and more and more people go for investment in Share market. Outlook for the year 2012 is positive. While the overall demand outlook for the year 2011 remains good, the Company expects the pressure on quality customers to continue due to competition.

(c) Segment wise performance

The business of the Company falls under a single segment i.e. Trading & Financing for the purpose of Accounting Standard AS-17.

(f) Outlook

The continual growth in the Finance sector is expected to give the necessary support to the Finance industry. The Company is making all efforts to accelerate growth of its business. It expects to improve its position in the market by focusing on technologically advanced and more profitable products/market segments and working aggressively in the areas of productivity, efficiency and cost reductions.

(g) Risk and concerns

The menace of local Finances and play of angadia has further compounded the problems of the organised Finance Industry as they use inferior way of transferring funds. The Stock market is also a risky place to put one's fund. The pull back of FIIs will also have an adverse effect on the share market.

(h) Internal control system

Internal audit and other controls have been found to be adequate. These are reviewed periodically by the Audit Committee and found the performance satisfactory.

(i) Developments in human resources and industrial relations

Information as per Section 217 (2A) of the Companies Act, 1956 read with the Companies (Particular of Employees) Rules, 1975 is not required to be given as no employee falls under it. The Company continued to have cordial relations with all the employees.

**BY ORDER OF THE BOARD OF DIRECTORS
FOR SunBright Stock Broking Ltd..**

**PLACE: KOLKATA
DATE : 01-09-2011**

**Sd/-
NARESH RACHCHH
(CHAIRMAN)**

AUDITOR'S CERTIFICATE ON COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE UNDER CLAUSE 49 OF THE LISTING AGREEMENT

To,

The Members,
SunBright Stock Broking Ltd..
Kolkata

I have examined the compliance of conditions of corporate governance by **SunBright Stock Broking Ltd..** for the year ended on 31st March, 2011 as stipulated in clause 49 of the Listing Agreement of the said Company with Stock Exchanges.

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

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

As required by the Guidance Note issued by the Institute of Chartered Accountants of India, I have to state that no investor grievance is pending for a period exceeding one month against the Company as per records maintained by the Company.

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.

PLACE : KOLKATA
DATE : 01.09.2011

**FOR ARUN JAIN & ASSO.
CHARTERED ACCOUNTANTS**
Sd/-
**ARUN JAIN
(PROPRIETOR)
M.No. 53693**

CEO/CFO Certification

I, Naresh Rachchh, Managing Director of Sunbright Stock Broking Limited hereby certify to the Board that:

- (a) We have reviewed financial statements and the Cash Flow Statement for the year and that to the best of our knowledge and belief:
 - (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 internal control systems of the Company pertaining to financial reporting and we 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 to rectify 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 during the year and that 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 SunBright Stock Broking Ltd

Sd/-

**Naresh Rachchh
Managing Director**

AUDITOR'S REPORT

To,
The Members,
M/S. **SunBright Stock Broking Ltd.**

We have audited the attached Balance Sheet of M/S. **SunBright Stock Broking Ltd.** as at 31st March, 2011 and also the Profit and Loss account of the year ended on the date annexed thereto and cash flow statement for the year ended on that date. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

1. We have obtained all the information and explanations which, to the best of our knowledge and belief were necessary for the purpose of our audit.
2. In our opinion, proper books of accounts as required by law have been kept by the Company so far as it appears from our examination of the books.
3. The said Balance Sheet and Profit & Loss Account are in agreement with the books of accounts.
4. In our opinion, the balance sheet, profit & loss account and cash flow statement dealt with by this report comply with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956.
5. On the basis of written representations received from the Directors, as on 31st March, 2011 and taken on record by the Board of Directors, We report that none of the directors is disqualified as on 31st March 2011, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.
6. As required by the Companies (Auditor's Rep[ort] order, 2003 issued by the central government of India in terms of sub-section (4A) of the section 227 of the Companies Act, 1956. We enclose in the annexure a statement on the matters specified in paragraph 4 and 5 of the said order.
7. In our opinion and to the best of our information and according to the explanations given to us, the Accounts together with the schedules annexed thereto read with the notes on account made thereon subject to annexure attached to this report and notes in the Notes of Accounts, given the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with accounting principles generally accepted in India:

- i. In the case of the Balance Sheet, of the state of the affairs of the Company as at 31st March 2011 and;
- ii. In the case of the Profit and Loss Account of the profit for the year ended on that date.
- iii. In the case of the Cash Flow Statement for the year ended on that date.

PLACE : KOLKATA
DATE : 01.09.2011

FOR ARUN JAIN & ASSO.
CHARTERED ACCOUNTANTS

Sd/-
ARUN JAIN
(PROPRIETOR)
M.No.53693

Annexure to the Auditors' Report For the Year Ended on 31-03-2011

(Referred to in paragraph (3) of our report of even date)

- (i) (a) The Company has maintained proper record to show full particulars including quantitative details and situation of fixed assets.
 (b) The fixed assets have been physically verified by the management. In our opinion, the frequency of verification is reasonable. No material discrepancies have been noticed on such verifications.
- (ii) (a) As explained to us, physical verification of the inventory (except material in transit and lying with third parties) has been conducted by the management at reasonable intervals. In our opinion, the frequency of verification is reasonable.
 (b) In our opinion, the procedure of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of the business.
 (c) On the basis of our examination of the records of inventory, we are of the opinion that the company is maintaining proper records of inventory. However no verification of inventory took place during the year.
- (iii) (a) (i) The Company has not granted any loans secured or unsecured to Companies, firm or other parties listed in the register maintained under Section 301 of the Companies Act, 1956 and as such information regarding rate of interest, overdue amounts and other terms & conditions of loans granted is not required to be furnished.
 (ii) The Company has not taken any loans during the year from the parties covered in the registered maintained u/s. 301 of the Companies Act, 1956.
 (b) In our opinion, the rate of interest and other terms and conditions on which loans have been taken from Companies, firms or other parties listed in the register maintained u/s. 301 are prima facia not prejudicial to the interest of the Company.
 (c) In our opinion, the company is regular in replying the principal amounts as per stipulations & has been regular in payment of interest whatever applicable.
 (d) As per records, of the company, there is no overdue amounts of loan taken from companies firms or other parties listed in the register maintained u/s. 301 of the companies Act, 1956.
- (iv) In our opinion and according to the information and explanations given to us. There are adequate internal control system commensurate with size of the company and the nature of its business with regards to purchase of inventory and fixed assets and for the sale of goods and services. Further on the basis of our examination of the books and records of the company carried out in according with the auditing standards generally accepting in India, we have not observed any continuing failure to correct major weaknesses in the foresaid internal control procedure.
- (v) (a) According to the information and explanations given to us we are of the opinion that the transactions that need to be entered into the registered maintained u/s. 301 of the Companies Act, 1956 have been so entered
 (b) In our opinion and according to the information and explanations given to us, no transactions of purchase and sale of goods materials and services, made in pursuance of contracts or arrangements to be entered into the registered maintained u/s. 301 of the Companies Act, 1956, aggregate during the year to Rs. 5 Lacs in respect of any party.
- (vi) In our opinion and according to the information and explanation given to us, the company has not accepted any deposit within the provision of section 58A and 58AA of the Companies Act, 1956 and the Companies (Acceptance of Deposit) Rules 1975.

- (vii) In our opinion, the company has an adequate internal audit system commensurate with the size and the nature of its business.
- (viii) We have broadly reviewed the books of account maintained by the company pursuant to the order made by the Central Government for the maintenance of cost records u/s. 209(1) (d) of the Companies Act, 1956, and we are of the opinion that prima facia the prescribed accounts and records have been made and maintained.
- (ix) (a) According to the records of the Company and as explained to us, the company is regular in depositing with the appropriate authorities undisputed statutory dues including Provident Funds, Service tax, Investor Education and Provident Fund, Employees State Insurance, Income Tax, Wealth Tax, Custom Duty, Excise Duty, Cess, and other Statutory dues to the extent applicable to it.
 (b) According to the information and explanation given to us, there are no undisputed amounts payable in respect of income tax, wealth tax, custom duty, excise duty and cess were outstanding as at 31st March 2011 for a period or more than six months from the date they become payable.
- (x) The company has incurred losses in previous years and it has accumulated losses. However the company has earned the profit during the year.
- (xi) Based on our examination of documents and record maintained by the company, we are of the opinion that since the company has not granted any loan and advance on the basis of security by way of pledge of shares, debenture and other securities, it is not required to maintain records in respect thereof.
- (xii) In our opinion, the company is neither a chit fund nor nidhi / mutual benefit fund / Society and hence clause 4 (xii) of the Order is not applicable.
- (xiii) The company is dealing in or trading in share, securities, debentures and other investments and accordingly the company has maintained sufficient records showing quantity and value of shares purchased and sold. The investments made by the company are held in the name of the company.
- (xiv) Based on our examination of the records, we are of the opinion that the company has not given any guarantee for loans taken by others from banks or financial institutions.
- (xv) According to the information and explanations given to us and on over all examination of the balance sheet of the company we report that the funds raised on short term basis have not been used for long term investment.
- (xvi) During the year the company has not made any preferential allotment of shares to parties and companies covered in the register maintained u/s. 301 of the Companies Act, 1956.
- (xvii) During the year the company has not issued any debenture.
- (xviii) During the year under review no money was raised by public issue.
- (xix) During the course of examination of the books and records of the company, carried out in accordance with auditing standards generally accepted in India, we have neither come across any instance of fraud by the Company, noticed or reported during the year not have been informed of such case by the management.

PLACE : KOLKATA
DATE : 01.09.2011

FOR ARUN JAIN & ASSO.
CHARTERED ACCOUNTANTS
 Sd/-
ARUN JAIN
(PROPRIETOR)
 M.No.53693

SUNBRIGHT STOCK BROKING LIMITED
BALANCE SHEET AS AT 31ST MARCH, 2011

PARTICULARS	SCH.	31-03-2011	31-03-2010
SOURCES OF FUNDS			
Share Holder's Funds			
Share Capital	1	58943000	58943000
LOAN FUNDS :			
(a) Reserve & Surplus	2	126800	126800
(b) Secured Loans	3	0	0
TOTAL		59069800	59069800
APPLICATION OF FUNDS			
FIXED ASSETS			
GROSS BLOCK			
	4	2513590	2513590
Less : Depreciation		2116635	2030594
		396955	482996
INVESTMENTS			
CURRENT ASSETS, LOANS & ADV.			
(a) Sundry Debtors	5	49010800	38925800
(a) Sundry Debtors	6	13428413	2423136
(b) Cash & Bank Balance	7	1416627	1021038
(c) Loans & Advances	8	5027356	15312356
TOTAL CURRENT ASSETS		19872396	18756530
Less : Current Liab. & Prov.	9	11924679	1121679
NET CURRENT ASSETS		7947717	17634851
MISCELLANEOUS EXPENDITURE			
(To the extent not W/o. or adjusted)	10	1345644	1537879
PROFIT & LOSS A/C.		368684	488274
Notes on Accounts & Significant Accounting Policies	14		
TOTAL		59069800	59069800

As per our report of even date attached

For Arun Jain & Associates

CHARTERED ACCOUNTANTS

Sd/-

Arun Jain

Proprietor

M.ship No. 53693

PLACE : KOLKATA

DATE : 01-09-2011

On or behalf of Board

For SubBright Stock Broking Ltd.

Sd/-

NARESH RACHCHH

(M.D.)

Sd/-

R. THAKKAR

(DIRECTOR)

SUNBRIGHT STOCK BROKING LIMITED
PROFIT & LOSS ACCOUNT FOR THE PERIOD ENDED ON 31ST MARCH 2011

PARTICULARS	SCH.	31-03-2011	31-03-2010
INCOME			
Net Income from trading of F&O		0	1505120
Other Income	11	1284415	0
		1284415	1505120
EXPENDITURE			
Admin. & General Exp	12	516149	713843
Employment Exp.	13	370400	510200
Depriciation		86041	110462
Preliminary Exp. W/o.	10	192235	192235
		1164825	1526740
PROFIT / (LOSS) BEFORE TAX		119590	-21620
Less : Provision for taxation		0	0
PROFIT / (LOSS) AFTER TAX		119590	-21620
Add:- Balance B/f from Pr. Yr		-488274	-466654
BALANCE C/F TO BALANCE SHEET		-368684	-488274
Notes on Accounts & Significant Accounting Policies	14		
As per our report of even date attached			
For Arun Jain & Associates		On or behalf of Board	
CHARTERED ACCOUNTANTS		For SubBright Stock Broking Ltd.	
Sd/-		Sd/-	Sd/-
Arun Jain		NARESH RACHCHH	R. THAKKAR
Proprietor		(M.D.)	(DIRECTOR)
M.ship No. 53693			
PLACE : KOLKATA			
DATE : 01-09-2011			

SUNBRIGHT STOCK BROKING LIMITED
SCHEDULE FORMING PART OF BALANCE SHEET ON 31-03-2011

PARTICULARS	31-03-2011	31-03-2010
SCHEDULE 1		
SHARE CAPITAL AUTHORISED		
70,00,000 Equity Shares of Rs. 10 each Issued Subscribed and Paid up.	70000000	70000000
6006300 Equity Shares of Rs.10/- each Fully paid up	60063000	60063000
Less : Calls in Arrears	1120000	1120000
	58943000	58943000
SCHEDULE 2		
RESERVE & SURPLUS		
General Reserves	126800	126800
	126800	126800
SCHEDULE -3		
SECURED LOAN		
From ABN AMRO BANK (Against Hypothication of Car)	0	0
	0	0
SCHEDULE 5		
INVESTMENT		
Investment In Securities (Unquoted)	49010800	38925800
	49010800	38925800
SCHEDULE 6		
SUNDRY DEBTORS		
(Unsecured Considered Goods)		
(a) Outstanding over six months	0	0
(b) Others	13428413	2423136
	13428413	2423136
SCHEDULE 7		
CASH & BANK BALANCE		
Cash At Bank in Curr. A/c.	9275	58516
Cash in Hand	1407352	962522
	1416627	1021038

SUNBRIGHT STOCK BROKING LIMITED
SCHEDULE FORMING PART OF BALANCE SHEET ON 31-03-2011

PARTICULARS	31-03-2011	31-03-2010
SCHEDULE 8		
LOANS & ADVANCES		
Deposits	0	0
Income tax / TDS	0	0
Others	5027356	15312356
	5027356	15312356
SCHEDULE 9		
OTHER LIABILITIES & PROVISIONS		
CURRENT LIABILITIES		
Liability for Expenses	0	0
Sundry Creditors	11916679	1121679
PROVISION		
Provision for audit fees	8000	0
Provision for Taxation	0	0
	11924679	1121679
SCHEDULE 10		
MISCELLANEOUS EXPENDITURE		
(To the extent not written off or adjusted)		
Preliminary Exp.	1537879	1730114
Less:- W/o. during the year	192235	192235
	1345644	1537879
SCHEDULE 11		
OTHER INCOME		
Share trading	1284415	0
Rent & Maintenance	0	0
Misc. Receipt	0	0
	1284415	0

SUNBRIGHT STOCK BROKING LIMITED
SCHEDULE FORMING PART OF BALANCE SHEET ON 31-03-2011

PARTICULARS	31-03-2011	31-03-2010
SCHEDULE 12		
ADMINISTRATION & GEN. EXPENSES		
Advertisement	8230	7147
Audit Fees	8000	8000
Bank Charges	19677	4270
Computer Software Charges	1520	7500
Listing Fees	16560	65931
Depository Charges	16545	42300
Electricity Charges	16795	18004
Filing Fees	0	120000
Key Man Insurance Premium	0	14135
Legal Expenses	5400	12900
Leaseline exp	18000	0
Motar Car Maintainence	25080	34121
Office Maintainence	50755	54448
Registrar & Transfer Agent	27575	42918
Rent, Rates & Taxes	84000	90200
Telephone Exp.	25752	11809
Insurance	16870	18111
Rent	0	56000
Printing & Stationery	50113	24320
Professional fees	77400	0
Postage & Courier	18752	30765
Professional Tax	0	2500
Travelling Exp.	29125	48464
	516149	713843
SCHEDULE 13		
EMPLOYMENT EXP.		
Salary & Other Exp.	370400	510200
	370400	510200

As per our report of even date attached.

For Arun Jain & Associates
 CHARTERED ACCOUNTANTS

Sd/-

Arun Jain

Proprietor

M.ship No. 53693

PLACE : KOLKATA

DATE : 01-09-2011

On or behalf of Board

For SubBright Stock Broking Ltd.

Sd/-

NARESH RACHCHH

(M.D.)

Sd/-

R. THAKKAR

(DIRECTOR)

SUBRIGHT STOCK BROKING LTD.

SCHEDULE -4

SCHEDULE OF FIXED ASSETS AS ON 31ST MARCH 2011

DESCRIPTION OF ASSETS	GROSS BLOCK			DEPRECIATION			NET BLOCK	
	AS AT 1/4/2010	ADD 31/3/2011	AS ON 1/4/2010	DEDU- CTION	DEP. FOR THE YEAR	AS ON 31/3/2011	AS AT 31/3/2011	AS ON 31/03/2010
MACHINERY	282980	0	176027	0	14877	190904	92076	106953
FURNITURE	188612	0	164055	0	4445	168500	20112	24557
COMPUTERS	632658	0	614714	0	7178	621892	10766	17944
MOTOR CAR	925356	0	782269	0	37045	819314	106042	143087
OFFICE	254308	0	152099	0	10221	162320	91988	102209
OFFICE	214818	0	126572	0	12275	138847	75971	88246
SCOOTER	14858	0	14858	0	0	14858	0	0
Total	2513590	0	2030594	0	86041	2116635	396955	482996
Previous year	2513590	0	1920132	0	110462	2030594	482996	593458

SUNBRIGHT STOCK BROKING LTD.

Cash Flow Statement for the Year ended on 31st March 2011

PARTICULARS	2010-11	2009-10
CASH FLOW FROM OPERATING ACTIVITIES :		
Profit /(Loss) before tax and extraordinary items	119590	-21620
Adjustment for :		
Pre. & Pre. Op. Exps. Written off	192235	192235
DEPRECIATION	86041	110462
Sub-Total	397866	281077
Operating Profit before working Capital Changes	397866	281077
Adjustment For:		
Trade and other receivables	-11005277	-2008000
Loans & Advances	10285000	17424100
Trade Payables	10803000	706086
Sub -Total	10480589	16403263
CASH GENERATION FROM OPERATION	0	16403263
Direct taxes Paid or Tax Provisions	0	0
CASH FLOW BEFORE EXTRAORDINARY ITEMS	10480589	16403263
BALANCE CARRIED FORWARD	10480589	16403263
CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	0	0
Sales of Fixed Assets	0	0
Purchase of Investment	-10085000	-15850000
Sales of Investments	0	0
Interest Received	0	0
Dividend Received	0	0
Sub - Total	-10085000	-15850000
Net Cash Used in Investing Activities	395589	553263
CASH FLOW FROM FINANCIAL ACTIVITIES		
Increase in Long Term Borrowing	0	0
Increase in Cash loans & advances	0	0
Repayment of Finance & Lease Liabilities	0	0
Sub - Total	0	0
Net Increase (Decrease) in cash & cash equivalent	395589	553263
Opening Cash & Cash equivalents	1021038	467775
Closing Cash & Cash equivalents	1416627	1021038
As per our report of even date attached	On or behalf of Board	
For Arun Jain & Associates	For SubBright Stock Broking Ltd.	
CHARTERED ACCOUNTANTS		
Sd/-	Sd/-	Sd/-
Arun Jain	NARESH RACHCHI	R. THAKKAR
Proprietor	(M.D.)	(DIRECTOR)
M.ship No. 53693		
PLACE : KOLKATA		
DATE : 01-09-2011		

AUDITOR'S REPORT

To,

The Board of Directors
SunBright Stock Broking Ltd..
Kolkata

We have examined the attached Cash Flow Statement of M/S. **SunBright Stock Broking Ltd..** for the year ended on 31-03-2011. The Statement has been prepared by the Company in accordance with the requirement of Listing Agreement with Kolkata Stock Exchange Limited and is in agreement with corresponding Profit & Loss Account and Balance Sheet of the Company covered by the Report of 31-03-2011 to the members of the Company.

PLACE : KOLKATA
DATE : 01.09.2011

FOR ARUN JAIN & ASSO.
CHARTERED ACCOUNTANTS

Sd/-
ARUN JAIN
(PROPRIETOR)
M.No.53693

ADDITIONAL INFORMATION AS REQUIRED UNDER PART IV OF SCHEDULE VI OF THE COMPANIES ACT, 1956 BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE

1.	Registration Details		
	Registration No.	:	10846
	State Code	:	04
	Balance Sheet Date	:	31-03-2011
2.	Capital Raised During the Year (Amount in Rs. Lacs.)		
	Public Issue	:	NIL
	Right Issue	:	NIL
	Bonus Issue	:	NIL
	Private Placement	:	NIL
3.	Position of Mobilization of Deployment of Funds (Amount in Rs. Lacs)		
	Total Liabilities	:	590.70
	Total Assets	:	590.70
	Sources of Funds		
	Paid up Capital	:	589.43
	Share Application Money	:	NIL
	Reserve & Surplus	:	1.27
	Secured Loan	:	NIL
	Unsecured Loan	:	NIL
	Application of Funds		
	Net Fixed Assets	:	3.96
	Investment	:	490.10
	Net Current Assets	:	79.47
	Miscellaneous Expense & Accumulated Losses	:	13.45
		:	
4.	Performance of Company (Amount in Rs. Lacs)		
	Turnover	:	12.84
	Total Expenditure	:	11.64
	Profit / (Loss) before Tax	:	1.19
	Profit / (Loss) after Tax	:	1.19
	Earning Per Share	:	NIL
	Dividend Rate	:	NIL
5.	Generic Names of Principal Product / Services of Company		
	Item Code No.	:	N.A
	Product Description	:	N.A.

SunBright Stock Broking Ltd..

Regd. Office: 27 – A WATER LOO STREET, 3RD FLOOR, KOLKATA – 700069 (W.B.)

PROXY FORM

I/We _____
Of _____
Being a member/members of above named Company hereby appoint of
_____ or failing him / her
_____ of

as may / our proxy to attend and vote on my / our behalf at the Annual General Meeting of the Company to be held on 30-09-2011 or at any adjournment thereof.

Signed this _____ day of _____ 2011

Affix one Rupee
Revenue Stamp
Here

Note : This instrument of proxy shall be deposited at the Registered Office of the Company not less than 48 hours before the time of holding the meeting

SunBright Stock Broking Ltd..

Regd. Office: 27 – A WATER LOO STREET, 3RD FLOOR, KOLKATA – 700069 (W.B.)
ATTENDANCE SLIP

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.

1. Name of the attending Member _____
2. Member's Folio Number _____
3. Name of the Proxy (In Block Letters) _____

(To be filled in if the Proxy attends instead of the Member)

(No. of Shares held: _____)

I hereby record my presence at the Annual General Meeting at the registered Office on 30-09-2011 or at any adjournment thereof.

Member's / Proxy Signature