

20TH ANNUAL REPORT 2013-2014 OF SUN AND SHINE WORLDWIDE LIMITED

(Formally Known as Robinson Worldwide Trade Limited)

BOARD OF DIRECTOR

RAMANLAL TRIVEDI	-DIRECTOR
NARESH SHINDE	-DIRECTOR
DILIP CHAVAN	-DIRECTOR
SACHIN MANCHEKAR	-DIRECTOR

AUDITOR

M/S. Y. D. & CO.
Chartered Accountants
LUDHIANA

SHARE TRANSFER AGENT

M/s SATELLITE CORPORATE SERVICES PRIVATE LIMITED

B-302, Sony Apartment, Opp. St. Judge's High School,
Off Andheri-Kurla Road, Jarimari, Sakinaka,
Mumbai-400072 Maharashtra, INDIA
Ph No: +91-22-2852 0461 / 2852 0462
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REGISTERED OFFICE

B/16, MARUTI INDUSTRIAL ESTATE,
G.I.D.C. VATVA,
AHMEDABAD – 382445
GUJARAT, INDIA

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NOTICE

NOTICE is hereby given that the **20th Annual General Meeting** of the Members of **SUN AND SHINE WORLDWIDE LIMITED (Formerly known as ROBINSON WORLDWIDE TRADE LIMITED)** will be held at the Registered Office of the Company at **B/16, MARUTI INDUSTRIAL ESTATE, G.I.D.C. VATVA, AHMEDABAD-382445, Gujarat, INDIA** on **Monday, 29th day of September, 2014 at 10:00 A. M.** to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt Audited Balance Sheet as at **31st March, 2014** and the Profit & Loss Account for the year ended on that date and the reports of the Directors' and the Auditors' thereon.
2. To appoint a Director in place of Mr. RAMANLAL TRIVEDI, who retires by rotation and being eligible, offers him-self for re-appointment.

SPECIAL BUSINESS:

3. To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution:**
"RESOLVED THAT subject to the provisions of section 139 and 142 and other applicable provisions, if any, of the Companies Act, 2013, M/s. Y. D & Co., Chartered Accountants (Firm Registration No. 018846N) be and are hereby appointed as Statutory Auditors to hold office for a term of five years subject to ratification by members at every Annual General Meeting, at such remuneration as may be determined by Board of Directors of the Company from time to time."
4. To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution:**
"RESOLVED THAT pursuant to the provisions of sections 149, 150, 152 and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, MR. DILIP CHAVAN (DIN-06809838), who was appointed on 13th May, 2014 as an additional director of the Company and holds office upto the date of this Annual General Meeting under section 161(1) of the Companies Act, 2013, and who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to September 28, 2019."
5. To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution:**
"RESOLVED THAT pursuant to the provisions of sections 149, 150, 152 and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, MR. NARESH SHINDE (DIN-06542513), who was appointed on 7th July, 2014 as an additional director of the Company and holds office upto the date of this Annual General Meeting under section 161(1) of the Companies Act, 2013, and who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to September 28, 2019."
6. To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution:**
"RESOLVED THAT pursuant to the provisions of sections 149, 150, 152 and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. SACHIN SUNIL MANCHEKAR (DIN - 06816708), who was appointed on 13th May, 2014 as an additional director of the Company and holds office upto the date of this Annual General Meeting under section 161(1) of the Companies Act, 2013, and who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to September 28, 2019."

7. To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 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 be and are 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 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
For, SUN AND SHINE WORLDWIDE LIMITED**

**PLACE: AHMEDABAD
DATE: 27.08.2014**

**(RAMANLAL TRIVEDI)
CHAIRMAN**

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY AT ITS REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE TIME SCHEDULED FOR HOLDING THE MEETING.
2. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolution/authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights, then such proxy for any other person or shareholder.
3. Members/ proxies are requested to bring their copies of Annual Report along with duly filed and signed attendance sheets attached with it for attending the meeting.
4. Members desiring any information on the Accounts are requested to write to the Company at least one week before the meeting, so as to enable the Management to keep the information ready. Replies will be provided only at the meeting.
5. The Register of Members and Share Transfer Register of the Company will remain closed from 22nd September, 2014 to 29th September, 2014.
6. M/s Satellite Corporate Services Private Limited, having registered office at B-203, Sony Apt., Opp. St. Jude's High School, 90ft Road, Jarimari, Sakinaka, Mumbai, Maharashtra – 400 072 are Registrars and Share Transfer Agents for Company's shares in Demat and Physical Form. The members are requested to please ensure that their shares are converted into Demat Form.
7. Shareholders are requested to notify change of address, if any, and details of their bank account to the Registrar/Depository Participants
8. As a measure of economy, copies of the annual report will not be distributed at the annual general meeting. Shareholders are therefore requested to bring their copies of the annual report at the meeting.
9. The notice of the Annual General Meeting along with the Annual Report 2013-14 is being sent by electronic mode to those members whose e-mail addresses are registered with the Company/Depositories, unless any member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
10. To support the 'Green initiative', the members who have not registered their e-mail addresses are requested to register the same with Registrar/Depositories.

11. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of special business of the Notice is annexed hereto.
12. In compliance with the provisions of section 108 of the Companies Act, 2013 Rule 20 of the Companies (Management and Administration) Rules, 2014, the members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all resolutions set forth in this Notice.

Instructions for e-voting:

Pursuant to provisions of section 108 of the Companies Act, 2013, read with Companies (Management & Administration) Rules, 2014 the Company is pleased to offer e-voting facility to the members to cast their votes electronically on all resolutions set out forth in the Notice convening the Annual General Meeting to be held on Monday September 29, 2014 at 10:00 A.M. The Company has engaged the services of CENTRAL DEPOSITORY SERVICES LIMITED (CDSL) to provide e-voting facility. E-voting facility is available at the link: www.evoting.cdsl.com.

The instructions for members for voting electronically are as under:-

In case of members receiving e-mail:

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

For Members holding shares in Demat Form and Physical Form	
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. • In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date i.e. 29TH August, 2014 in the Dividend Bank details field.

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant <SUN TECHNO OVERSEAS LIMITED> on which you choose to vote.

- (xi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to www.evotingindia.com and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvi) above to cast vote.
- (B) The voting period begins on 25.09.2014 AT 11.00 A.M. and ends on 27.09.2014 AT 4.00 P.M. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 29th August, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

The Company has appointed Ms. SHUBHAM AGARAWAL, Practicing Company Secretary as the Scrutinizer for purpose of E voting to count the votes casted in favour or against the resolution proposed for all the items of the Notice as mentioned in the Notice and to comply with the provisions of Section 108 of the Companies Act, 2013.

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

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

ITEM NO. 3

In terms of section 139 and other applicable provisions of the Companies Act, 2013 and rules made thereunder, listed company can appoint Audit Firm for a term not exceeding five years subject to ratification by members at every AGM.

The Board of Directors at its meeting held on 27.08.2014, recommended the appointment of M/s. Y. D. Co., Chartered Accountant as statutory auditors if the company for a term of five years subject to ratification by members at every AGM from the conclusion of this AGM until from the conclusion of this AGM upto next 5 years

The Board recommends the resolution for approval of the Members.

None of the Directors, Key Managerial Personnel and their relatives is interested or concerned in the resolution set out at item No. 3.

ITEM NO. 4

MR. DILIP CHAVAN (DIN-06809838) has been appointed as an Additional (Non – Executive) Director of the Company with effect from 13.05.2014 pursuant to the provisions of Section 161(1) of the Companies Act, 2013. MR. DILIP CHAVAN (DIN – 06809838) holds office upto the date of ensuing Annual General Meeting of the Company.

It is proposed to appoint MR. DILIP CHAVAN (DIN – 06809838) as Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to the conclusion of this Annual General Meeting of the Company.

Further, MR. DILIP CHAVAN (DIN – 06809838) is not disqualified from being appointed as Director in terms of Section 164 of the Act and have given their consent to act as Director.

None of the Directors and KMPL of the Company other than MR. DILIP CHAVAN (DIN – 06809838) is interested or concerned in the resolution.

The Board accordingly recommends the resolution as set out in Item No. 4 of the Notice for the approval of the members.

ITEM NO. 5

MR. NARESH SHINDE (DIN – 06542513) has been appointed as an Additional Director of the Company with effect from 7th July, 2014 pursuant to the provisions of Section 161(1) of the Companies Act, 2013. MR. NARESH SHINDE (DIN-06542513) holds office upto the date of ensuing Annual General Meeting of the Company.

It is proposed to appoint MR. NARESH SHINDE (DIN – 06542513) as Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to the conclusion of this Annual General Meeting of the Company.

Further, MR. NARESH SHINDE (DIN – 06542513) is not disqualified from being appointed as Director in terms of Section 164 of the Act and have given their consent to act as Director.

None of the Directors and KMPL of the Company other than MR. NARESH SHINDE (DIN – 06542513) is interested or concerned in the resolution.

The Board accordingly recommends the resolution as set out in Item No. 5 of the Notice for the approval of the members.

ITEM NO. 6

MR. SACHIN SUNIL MANCHEKAR (DIN – 06816708) has been appointed as an Additional (Non – Executive) Director of the Company with effect from 13th May, 2014 pursuant to the provisions of Section 161(1) of the Companies Act, 2013. MR. SACHIN SUNIL MANCHEKAR (DIN – 06816708) holds office upto the date of ensuing Annual General Meeting of the Company.

It is proposed to appoint MR. SACHIN SUNIL MANCHEKAR (DIN – 06816708) as Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to the conclusion of this Annual General Meeting of the Company.

Further, MR. SACHIN SUNIL MANCHEKAR (DIN-06816708) is not disqualified from being appointed as Director in terms of Section 164 of the Act and have given their consent to act as Director.

None of the Directors and KMPL of the Company other than MR. SACHIN SUNIL MANCHEKAR (DIN – 06816708) is interested or concerned in the resolution.

The Board accordingly recommends the resolution as set out in Item No.6 of the Notice for the approval of the members.

ITEM NO. 7

The Articles of Association (“AOA”) of the Company as presently in force was amended from time to time since incorporation of the Company. With the coming into force of the Companies Act, 2013 (“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 are based on Table ‘F’ (Articles of Association meant for a Company limited by shares) of the Act.

The Board recommends the resolution for the approval of shareholders.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, in the Special Resolution.

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

**PLACE: AHMEDABAD
DATE: 27.08.2014**

**(RAMANLAL TRIVEDI)
CHAIRMAN**

DIRECTORS' REPORT

Dear Shareholders,

Your Directors here by present the 20th Annual Report on business and operations of the Company together with the Audited statements of Accounts for the financial year ended on **31st March 2014**.

FINANCIAL PERFORMANCE:

Key aspects of Company' financial performance for the year 2013-14 is tabulated below:

[Amount in Rupees]

Particular	2013-14	2012-13
Total Income	17910197106	1590759403
Total Expenditure	17911042490	1592360982
Profit/(Loss) Before Extraordinary items and Taxation	(845384)	(1112756)
Extraordinary items	0	200000
Profit/(Loss) before Tax (PBT)	(845384)	(1312756)
Less: current Tax including Deferred Tax	14513	22369
Net Profit/(Loss) after Tax for the year	(830871)	(1290387)

REVIEW OF OPERATIONS:

During the year under review due to sluggish market condition and financial crisis company faces huge set back. So company unable to generate targeted revenue from the operation the Company hence total Income was stood at Rs. 17910197106 /- and has incurred net loss of Rs. 830871/- for the year ended 31st March, 2014.

The management has taken measures as part of its continuous improvements to strengthen operations and viability.

DIVIDEND:

Your Directors have not declared any dividend during the year under review due to loss incurred.

FIXED DEPOSIT:

The Company has not accepted any deposit from the public pursuant to the provisions of Section 58A of the Companies Act, 1956.

DIRECTORS:

MR. RAMANLAL TRIVEDI Director of the Company is retires by rotation at the ensuing Annual General Meeting and being eligible, offer himself for reappointment.

Mr. DILIP CHAVAN, Mr. SACHIN SUNIL MANCHEKAR and Mr. NARESH SHINDE were appointed on 13.05.2014, 13.05.2014 and 07.07.2014 as an Additional Director of the Company and appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to September 28, 2019. Mr. BINIT JOSHI and Mr. UMESHBHAI PUROHIT were appointed as Additional Director as on 01.01.2014 and resigned from the board accordingly with effect from as on 13.05.2014 and 17.02.2014.

Mr. JIMISH SONI and Mr. VIRAL KAPADIA were resigned as a Director of the Company with effect from 01.01.2014 and 07.01.2014.

AUDITORS AND AUDITORS' REPORT:

M/s. Y. D. & Co., Chartered Accountants, Ludhiana Statutory Auditors of the Company hold office until the conclusion of the ensuing Annual General Meeting and are eligible for reappointment.

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

MANAGEMENT DISCUSSION AND ANALYSIS:

Management Discussion and Analysis forms part of the Annual Report to the shareholders and it includes discussion on matters as required under the provisions of Clause 49 of the listing agreement forming part of this report is annexed herewith. The Audit Committee of the Company has regularly reviewed internal Control System of the company.

PARTICULARS OF EMPLOYEES:

The statement showing particulars of employees under section 217(2A) of the Companies Act, 1956, read with the companies (Particulars of Employees) Rules, 1975, as amended, is not required to be given as there were no employees coming within the purview of this section.

CORPORATE GOVERNANCE REPORT:

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

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

The details of conservation of energy, technology absorption etc. as required to be given under Section 217(1)(e) of the Companies Act 1956, are not applicable to our Company, as our Company is not engage in manufacturing activities.

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

DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the provisions of Section 217(2AA) of the Companies Act, 1956, the Directors of your Company confirm that:

- i) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- ii) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that period;
- iii) the Directors have 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;
- iv) Directors have prepared the accounts on a "going concern basis".

ACKNOWLEDGEMENT:

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

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

PLACE: AHMEDABAD

DATE: 27.08.2014

(RAMANLAL TRIVEDI)
CHAIRMAN

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

The company is confident in spite of the possible recessionary conditions in the industry it will perform better in view of the strong fundamentals of the Indian companies and hope to improve its Turnover.

Internal Controls Systems and their adequacy:

The company has adequate internal control systems to ensure operational efficiency, protection and conservation of resources, accuracy and promptness in financial reporting and compliance of law and regulations. The internal control system is supported by the internal audit process. The Internal Auditor reviews and ensures that the audit observations are acted upon. The Audit Committee of the Board reviews the Internal Audit reports and the adequacy and effectiveness of internal controls.

Human Resources

The relationship with the employees continues to be cordial. The Company recognizes the importance and contribution of its employees for its growth and development and constantly endeavors to train nurture and groom its people. The Company puts emphasis on attracting and retaining the right talent. The company places emphasis on training and development of employees at all levels and has introduced methods and practices for Human Resource Development.

Cautionary Statement:

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

REPORT ON CORPORATE GOVERNANCE**1. THE CORPORATE GOVERNANCE PHILOSOPHY**

Corporate Governance at the Company is by the need to "enhance shareholder value, keeping in view the interests of other stakeholders". This definition places emphasis on the need to strike a balance at all times between the need to enhance shareholders' wealth whilst not being detrimental to other stakeholders' interests. The imperative for Corporate Governance lies not merely in drafting a code of Corporate Governance, but in practicing it to achieve desired results.

2. BOARD OF DIRECTORS

The Board of Directors is having non-executive and independent directors as on 31st March, 2014. The Directors manages the day to day affairs of the Company. Non-executive and independent directors did not have any pecuniary relationship of transactions with the company during the period under review. There are no material transactions where they have had personal interests that conflict with that of the Company.

Numbers of Board Meetings held and the dates on which such meetings were held:

During the financial year 2013-14 the Board met 9 times on 29.05.2013, 30.05.2013, 08.08.2013, 31.08.2013, 11.11.2013, 01.01.2014, 07.01.2014, 14.02.2014 and 18.02.2014. The maximum gap between two meetings was not more than 4 months.

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

Name of the Director	Date of Appointment	Date of Resignation	No. of Board Meetings		Last AGM attended
			Held	Attended	
SONI DEEP	06.05.2013	30.08.2013	9	3	No
JIMISH SONI	29.12.2011	01.01.2014	9	5	Yes
VIRAL KAPADIA	06.05.2013	07.01.2014	9	3	Yes
BINIT JOSHI	01.01.2014	13.05.2014	9	1	No
UMESHBHAI PUROHIT	01.01.2014	17.02.2014	9	--	No
RAMANLAL TRIVEDI	30.08.2013	--	9	5	Yes
ANIL MISTRY	17.02.2014	07.07.2014	9	--	No
DILIP CHAVAN	13.05.2014	--	--	--	--
SACHIN MANCHEKAR	13.05.2014	--	--	--	--
NARESH SHINDE	07.07.2014	--	--	--	--

3. AUDIT COMMITTEE

The Audit Committee of the Company presently comprises of three Directors being Mr. RAMANLAL TRIVEDI, Mr. NARESH SHINDE & Mr. SACHIN SUNIL MANCHEKAR. Mr. NARESH SHINDE is Chairman of the Committee.

The role, terms of reference, authority and powers of the audit committee are in conformity with the requirement of Companies Act, 1956, and Listing Agreement.

Role/ Functions of the Committee:

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

Powers of the Committee:

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

Attendance at the Audit Committee Meetings

During the year the Audit Committee met 4 times on 30.05.2013, 08.08.2013, 11.11.2013, 14.02.2014 attendance of the members as under:

Name	No. of Meeting attended	
	Held	Attended
SONI DEEP	4	2
JIMISH SONI	4	3
VIRAL KAPADIA	4	3
BINIT JOSHI	4	--
UMESHBHAI PUROHIT	4	--
RAMANLAL TRIVEDI	4	4
DILIP CHAVAN	4	--
SACHIN MANCHEKAR	4	--
NARESH SHINDE	4	--

4. REMUNERATION COMMITTEE

As neither remuneration nor sitting fee paid to the director as no remuneration Committee has been set up.

5. SHAREHOLDERS TRANSFER AND GRIEVANCES COMMITTEE

This committee presently consists of three directors namely, Mr. RAMANLAL TRIVEDI, Mr. NARESH SHINDE & Mr. SACHIN SUNIL MANCHEKAR.

MR. RAMANLAL TRIVEDI is Chairman of the Committee. The committee was constituted to redress shareholders'/ investors' complaints etc. relating to delay in transfer of shares, non-receipt of annual accounts, delay in balance sheet, split-up share certificate, issue duplicate certificate, transmission of shares, dematerialization of shares etc. relating to the shares issued by the Company. MR. RAMANLAL TRIVEDI, Director of the Company has been authorized by the Board to approve such transfers within the time stipulated under the Listing Agreement. Further the complaints of the above nature are promptly attended by the Compliance Officer.

MR. RAMANLAL TRIVEDI has been appointed as the Compliance Officer of the Company by the Board of Directors.

There is no pending, unsolved complaint of Shareholders of the Company and no pending Share Transfer.

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

Financial Year	Location	Date	Time A.M./ P.M.	Particulars of the Special Resolution
19th 2012-13	At Registered office	30.09.2013	01.00 P.M	No Special Resolution was passed in the meeting
18th 2011-12	At Registered office	01.09.2012	11.00 A.M	No Special Resolution was passed in the meeting
17th 2010-11	At Registered office	30.06.2011	02.30 P.M.	No Special Resolution was passed in the meeting
No special resolution was passed through Postal Ballot during the Financial Year 2013-14. None of the business proposed to be transacted in the ensuing Annual General Meeting require passing a special resolution through Postal Ballot.				

Location and time for last 3 years Extra Ordinary General Meetings:

Financial Year	Location	Date	Time A.M./P.M.	Particulars of the Special Resolution
2012-13	--	--	--	--
2011-12	806, Saffron Tower, 8th Floor, Panchwati to Ambawadi Road, Nr. Bank of Baroda, Ahmedabad-380006	02.05.2011	01.00 P.M.	Change of Name of the Company
2010-11	--	--	--	--
The above resolution which was put to vote by show of hands was passed unanimously.				

7. DISCLOSURES

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

8. MEANS OF COMMUNICATION

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

9. GENERAL SHAREHOLDERS INFORMATION

Financial Year	01.04.2013 to 31.03.2014	
Date and time of Annual General Meeting	29th September, 2014 and 10:00 A.M.	
Venue of Annual General Meeting	B/16, MARUTI INDUSTRIAL ESTATE, G.I.D.C. VATVA, AHMEDABAD-382445	
Dates of Book Closure	22.09.2014 to 29.09.2014	
Listing on Stock Exchange	BSE Limited, Mumbai	
Stock Code and Scrip ID	532154 (BSE) and SUNSHINE (BSE)	
Demat ISIN No.	INE560F01014	
Financial for Reporting 2014-2015 (tentative schedule)		
Quarterly Financial Results	Date of Board Meeting	
First Quarter Results	Before 15.08.2014	
Second Quarter Results	Before 15.11.2014	
Third Quarter Results	Before 15.02.2015	
Fourth Quarter Results	Before 15.05.2015	

10. CATEGORIES OF SHAREOWNERS AS ON 31.03.2014

Category	No. of Shares Held	Voting Strength (%)
Promoters	Nil	0.00
Resident Individuals	6204083	12.41
Financial Intuitions/ Banks	Nil	0.00
Bodies Corporate	42031657	84.06
NRIs/ OCBs	Nil	0.00
Directors Relatives	Nil	0.00
Others	1764260	3.53
Total	50000000	100.00

11. DISTRIBUTION OF SHAREHOLDING AS ON 31.03.2014

Share Balance	Holders	% of Total	Total Shares	% of Total
Up to—2500	108	23.23	10779	0.02
2501--5000	28	6.02	11588	0.02
5001--10000	19	4.09	16757	0.03
10001--20000	18	3.87	27167	0.05
20001--30000	22	4.73	56650	0.11
30001--40000	9	1.94	34400	0.07
40001--50000	18	3.87	88100	0.18
50001--100000	43	9.25	361724	0.72
100001--and above	200	43.01	49392835	98.79
Total	465	100	50000000	100.00

12. STOCK MARKET DATA

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

Month	Highest (Rs)	Lowest (Rs)
Apr-13	51.95	51.00
May-13	51.85	49.40
Jun-13	51.90	51.90
Jul-13	54.40	54.40
Aug-13	No Trade	No Trade
Sep-13	57.10	57.10
Oct-13	60.55	55.00
Nov-13	79.50	63.55
Dec-13	81.75	60.55
Jan-14	80.30	67.75
Feb-14	109.70	75.55
Mar-14	93.00	73.00

13. REGISTRAR AND SHARE TRANSFER AGENT

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

14. SHARE TRANSFER SYSTEM

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

15. DEMATERIALIZATION OF SHARES AND LIQUIDITY

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

16. ADDRESS FOR CORRESPONDENCE:

B/16, MARUTI INDUSTRIAL ESTATE, G.I.D.C. VATVA, AHMEDABAD-382445 GUJARAT, INDIA

Investors Correspondence/ Complaints to be address to:

MR. RAMANLAL NAGJIBHAI TRIVEDI-Director and Compliance Officer

E-mail: sunandshineworldwideld@gmail.com

17. DECLARATION:

DECLARATION OF COMPLIANCE WITH THE CODE OF CONDUCT OF THE COMPANY

In the above regards, I declare as follows:

1. The company does have a code of conduct approved by its board of directors, which would be posted on its website shortly.
2. All the members of the board of directors and all the members of the Senior Management of the Company have individually submitted statements of affirmation of compliance with the code of conduct as applicable to the financial year ended on March 31st 2014.

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

**PLACE: AHMEDABAD
DATE: 27.08.2014**

**(RAMANLAL TRIVEDI)
CHAIRMAN**

CERTIFICATION BY CEO/CFO UNDER CLAUSE 49 V OF THE LISTING AGREEMENT

To,
The Board of Director
SUN AND SHINE WORLDWIDE LIMITED
(Formerly known as Robinson Worldwide Trade Limited)
Ahmedabad

I RAMANLAL TRIVEDI, Chairman of **SUN AND SHINE WORLDWIDE LIMITED**, to the best of my knowledge and belief certify that:

1. I have reviewed the Balance Sheet, Profit & Loss Account and its schedules & notes on accounts as well as the Cash Flow Statement and Directors' Report for the year ended 31st March, 2014 and that to the best of my knowledge and belief.
 - These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading:
 - These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. I also certify that to the best of my knowledge and the information provided to me, there are no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
3. I am responsible for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and I have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which I am aware and the steps. I have taken or propose to take to rectify these deficiencies.
4. I have indicated to the Auditors and the Audit Committee:
 - significant changes in internal control, if any, over financial reporting during the year;
 - significant changes, if any, in accounting policies during the year and that the financial statements; and
 - instances of significant fraud of which I have become aware and the involvement therein, if any, of the management or any employee having a significant role in the company's internal control system.
5. I further declare that all Board Members and Senior Management personnel have affirmed compliance with the Code of Conduct for the year ended on 31st March, 2014.

PLACE: AHMEDABAD
DATE: 27.08.2014

(RAMANLAL TRIVEDI)
CHAIRMAN

**AUDITORS' CERTIFICATE ON COMPLIANCE WITH CONDITIONS OF CORPORATE GOVERNANCE
UNDER CLAUSE 49 OF THE LISTING AGREEMENT**

To the members of SUN AND SHINE WORLDWIDE LIMITED:

We have examined the compliance of conditions of Corporate Governance by SUN AND SHINE WORLDWIDE LIMITED (Formerly known as ROBINSON WORLDWIDE TRADE LIMITED) for the year ended 31st March, 2014 as stipulated in Clause 49 of the Listing Agreement of the Company with the Stock Exchanges.

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

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

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

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

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

**PLACE: LUDHIANA
DATE: 27.08.2014**

**CA RAKESH PURI
PARTNER
M. No.: 092728**

AUDITORS' REPORT TO THE MEMBERS OF SUN AND SHINE WORLDWIDE LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of **SUN AND SHINE WORLDWIDE LIMITED (Formerly known as ROBINSON WORLDWIDE TRADE LIMITED)** which comprise the Balance Sheet as at 31 March 2014 and the Statement of Profit and Loss and 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 Management 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 Standards notified under the Companies Act, 1956 (the Act) read with the [General Circular 15/2013 dated 13th September, 2013](#) of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013 and in accordance with the accounting principles generally accepted in India. This responsibility includes the design, implementation and maintenance of internal control 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 conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. 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 control relevant to the Company's preparation and fair presentation of the financial statements 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 management, 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.

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:

- i) in the case of the balance sheet, of the state of affairs of the Company as at 31 March 2014;
- ii) in the case of the statement of profit and loss, of the profit for the year ended on that date;
- iii) In the case of 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, 2003, as amended, issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that:
 - a. we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;

- c. the Balance Sheet, Statement of Profit and Loss dealt with by this Report are in agreement with the books of account.
- d. in our opinion, the Balance Sheet & Statement of Profit and Loss comply with the Accounting Standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956; and
- e. on the basis of written representations received from the directors as on 31 March 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of Section 274 of the Companies Act, 1956.

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

PLACE: LUDHIANA
DATE: 26.05.2014

CA RAKESH PURI
PARTNER
M. No.: 092728

The Annexure referred to in paragraph 1 of the Our Report of even date to the members of SUN AND SHINE WORLDWIDE LIMITED on the accounts of the company for the year ended 31st March, 2014.

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

1. (a) The company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.

(b) As explained to us, fixed assets have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification.

(c) In our opinion and according to the information and explanations given to us, no fixed asset has been disposed during the year and therefore does not affect the going concern assumption.
2. Company does not have inventories during the year hence other sub clause not applicable.
3. (a) According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not granted any loans, secured or unsecured, to companies, firms or other parties listed in the register maintained under Section 301 of the Companies Act, 1956. Consequently, the provisions of clauses iii (b), iii(c) and iii (d) of the order are not applicable to the Company.

(e) According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not taken loans from companies, firms or other parties listed in the register maintained under Section 301 of the Companies Act, 1956. Thus sub clauses (f) & (g) are not applicable to the company.
4. In our opinion and according to the information and explanations given to us, there is generally an adequate internal control procedure commensurate with the size of the company and the nature of its business, for the purchase of inventories & fixed assets and payment for expenses & for sale of goods. During the course of our audit, no major instance of continuing failure to correct any weaknesses in the internal controls has been noticed.
5. a) Based on the audit procedures applied by us and according to the information and explanations provided by the management, the particulars of contracts or arrangements referred to in section 301 of the Act have been entered in the register required to be maintained under that section.

b) As per information & explanations given to us and in our opinion, the transaction entered into by the company with parties covered u/s 301 of the Act does not exceeds five lacs rupees in a financial year therefore requirement of reasonableness of transactions does not arises.
6. The Company has not accepted any deposits from the public covered under section 58A and 58AA of the Companies Act, 1956.
7. As per information & explanations given by the management, the Company has an internal audit system commensurate with its size and the nature of its business.
8. As per information and according to explanation given to us, maintenance of cost records has not been prescribed by the Central Government under clause (d) of sub- section (1) of section 209 of the Act.
9. (a) According to the records of the company, undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-tax, Sales-tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, cess to the extent applicable and any other statutory dues have generally been regularly deposited with the appropriate authorities. According to the information and explanations given to us there were no outstanding statutory dues as on 31st March, 2014 for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us, there is no amounts payable in respect of income tax, wealth tax, service tax, sales tax, customs duty and excise duty which have not been deposited on account of any disputes.
10. The accumulated losses at the end of the financial year are not more than 50% of its net worth and it has incurred cash losses of Rs 330,864/- during the financial year under report and it has also incurred cash losses in the immediately preceding financial year.
 11. Based on our audit procedures and on the information and explanations given by the management, we are of the opinion that, the Company has defaulted in repayment of dues to a financial institution, bank or debenture holders.
 12. According to the information and explanations given to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
 13. The Company is not a chit fund or a nidhi /mutual benefit fund/society. Therefore, the provision of this clause of the Companies (Auditor's Report) Order, 2003 (as amended) is not applicable to the Company.
 14. According to information and explanations given to us, the Company is trading in Shares, Mutual funds & other Investments. Proper records & timely entries have been maintained in this regard & further investments specified are held in their own name.
 15. According to the information and explanations given to us, the Company has not given any guarantees for loan taken by others from a bank or financial institution.
 16. Based on our audit procedures and on the information given by the management, we report that the company has not raised any term loans during the year.
 17. Based on the information and explanations given to us and on an overall examination of the Balance Sheet of the Company as at 31st March, 2014, we report that no funds raised on short-term basis have been used for long-term investment by the Company.
 18. Based on the audit procedures performed and the information and explanations given to us by the management, we report that the Company has not made any preferential allotment of shares during the year.
 19. The Company has no outstanding debentures during the period under audit.
 20. The Company has not raised any money by public issue during the year.
 21. Based on the audit procedures performed and the information and explanations given to us, we report that no fraud on or by the Company has been noticed or reported during the year, nor have we been informed of such case by the management.

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

PLACE: LUDHIANA
DATE: 26.05.2014

CA RAKESH PURI
PARTNER
M. No.: 092728

BALANCE SHEET as on 31.03.2014

(Amount in Rupees)			
Particulars	Note	As at 31st March 2014	As at 31st March 2013
I. EQUITY AND LIABILITIES			
<u>(1) Shareholder's Funds</u>			
(a) Share Capital	2	500000000	500000000
(b) Reserves and Surplus	3	85629273	86460144
<u>(2) Share Application money pending Allotment</u>		00	00
<u>(3) Non-Current Liabilities</u>			
(a) Long-Term Borrowings	4	6053997	6053997
(b) Deferred Tax Liabilities (Net)		197229	211742
<u>(4) Current Liabilities</u>			
(a) Short-Term Borrowings	5	5048375	0
(b) Trade Payables	6	4279516	617048
Total Equity & Liabilities		601208390	593342931
II. ASSETS			
<u>(1) Non-Current Assets</u>			
(a) Fixed Assets	7		
(i) Gross Block		3108509	3108509
(ii) Depreciation		2947338	2878961
(iii) Net Block		161171	229548
(b) Non-current investments	8	198119373	194153596
(c) Long term loans and advances	9	42250000	42250000
(d) Other non-current assets	10	514001	1039678
<u>(2) Current Assets</u>			
(a) Current investments	11	238588000	198088000
(b) Trade receivables	12	81637878	122023177
(c) Cash and cash equivalents	13	2637967	2658932
(d) Short-term loans and advances	14	37300000	32900000
Total Assets		601208390	593342931
NOTES TO ACCOUNTS			
1 to 28			
Schedules referred to above and notes attached there to form an integral part of Balance Sheet			
This is the Balance Sheet referred to in our Report of even date.			
For Y. D. & Co.		FOR AND ON BEHALF OF THE BOARD	
CHARTERED ACCOUNTANTS			
Firm Reg. No. 018846 N			
(CA RAKESH PURI)		DILIP CHAVAN	RAMANLAL TRIVEDI
PARTNER		(DIRECTOR)	(DIRECTOR)
M. No. 092728			
Place: Ludhiana		Place: Ahmedabad	
Date: 26.05.2014		Date: 26.05.2014	

PROFIT & LOSS STATEMENT				
(Amount in Rupees)				
Sr. No	Particulars	Notes	Year ended 31 March 2014	Year ended 31 March 2013
I	Revenue from operations		17910197106	1590759403
II	Other Income	15	0	488823
III	III. Total Revenue (I +II)		17910197106	1591248226
IV	Expenses:			
	Purchase of Stock-in-Trade		17909449084	1591296953
	Employee Benefit Expense	16	21000	63000
	Financial Costs	17	84	1223
	Depreciation and Amortization Expense	18	594054	631659
	Other Administrative Expenses	19	978268	368147
	Total Expenses (IV)		17911042490	1592360982
V	Profit before exceptional and extraordinary items and tax	(III - IV)	(845384)	(1112756)
VI	Exceptional Items- SEBI Penalty		0	200000
VII	Profit before extraordinary items and tax	(V - VI)	(845384)	(1312756)
VIII	Extraordinary Items		00	00
IX	Profit before tax (VII - VIII)		(845384)	(1312756)
X	Tax expense:			
	Deferred tax		(14513)	(22369)
XI	Profit(Loss) from the period from continuing operations	(IX-X)	(830871)	(1290387)
XII	Profit/(Loss) from discontinuing operations		00	00
XIII	Tax expense of discounting operations		00	00
XIV	Profit/(Loss) from Discontinuing operations	(XII - XIII)	00	00
XV	Profit/(Loss) for the period (XI + XIV)		(830871)	(1290387)
XVI	Earning per equity share:			
	(1) Basic		0	0
	(2) Diluted		0	0
NOTES TO ACCOUNTS				
1 to 28				
Schedules referred to above and notes attached there to form an integral part of Profit & Loss Statement				
This is the Profit & Loss Statement referred to in our Report of even date.				
For Y. D. & Co.			FOR AND ON BEHALF OF THE BOARD	
CHARTERED ACCOUNTANTS				
Firm Reg. No. 018846 N				
(CA RAKESH PURI) PARTNER M. No. 092728 Place: Ludhiana Date: 26.05.2014			DILIP CHAVAN RAMANLAL TRIVEDI (DIRECTOR) (DIRECTOR) Place: Ahmedabad Date: 26.05.2014	

CASH FLOW STATEMENT		
(Amount in Rupees)		
	2013-14	2012-13
A CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit/(Loss) before Tax and Extra Ordinary Items	(845384)	(1112756)
Adjustments for		
Depreciation	68377	105982
Loss on Sale of Investment	00	00
Operating Profit before Working Capital Changes	(777007)	(1006774)
SEBI Penalty	0	200000
Operating Profit	(777007)	(1206774)
Adjustment for Current Assets and Liabilities		
Loans /Advances	(4400000)	(32850000)
Receivable	40385299	39458582
Increase /(Decrease) in Current Liabilities	3662468	579817
	39647767	7188399
Cash used from Operation	38870760	5981625
Direct Taxes paid	00	00
Net cash from Operating Activities (A)	38870760	5981625
B CASH FLOWS FROM INVESTING ACTIVITIES :		
Purchases of Investment	0	17578384
Profit/Loss on sales of Investment	(44465777)	(146906597)
Net cash flow from Investing Activities (B)	(44465777)	(129328213)
C. CASH FLOWS FROM FINANCING ACTIVITIES		
Non-current assets and loans & Advances	525677	123445743
Unsecured Loans	0	0
Net cash flow from Financing Activities (B)	525677	123445743
TOTAL CASH FLOW FROM DURING THE YEAR (A+B+C)	(5069340)	99155
Cash & Cash Equivalents at the beginning of the year	2658932	2559777
Cash & Cash Equivalents at the end of the year	2637967	2658932
Note: Previous Year figures have been regrouped/ rearranged, wherever necessary.		
For Y. D. & Co. CHARTERED ACCOUNTANTS Firm Reg. No. 018846 N	FOR AND ON BEHALF OF THE BOARD	
(CA RAKESH PURI) PARTNER M. No. 092728 Place: Ludhiana Date: 26.05.2014	DILIP CHAVAN (DIRECTOR) Place: Ahmedabad Date: 26.05.2014	RAMANLAL TRIVEDI (DIRECTOR)

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2014

NOTE: 1 ACCOUNTING POLICIES

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

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

(B) REVENUE RECOGNITION:

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

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

(D) TAXATION:

- (i) Provision for current tax is made in the accounts on the basis of tax liability estimated as per the applicable provisions of the Income Tax Act, 1961.
- (ii) Deferred tax for timing differences between tax profits and book profits is accounted for using the tax rates and laws that have been enacted or substantially enacted as of the Balance Sheet date.

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

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

(G) DEPRECIATION: Depreciation has been provided on Written Down Value Method in accordance with the provision of Section 205(2)(b) of the Companies Act, 1956 at the rate prescribed in Schedule XIV of the Companies Act, 1956 on pro rata basis with reference to the date of acquisition/installation.

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

(I) RETIREMENT BENEFITS: No provision for retirement benefits for employees has been made since the Gratuity Act and Provident Fund Act are not applicable to the Company and the company has adopted PAY-AS-YOU-GO method for the payment of other retirement benefits if any payable to the Employees.

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

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

Note : 2 Share Capital

Sr. No	Particulars	Rs.	Rs.
		Current Year	Previous Year
1	AUTHORIZED CAPITAL		
	5,00,00,000 Equity shares of Rs. 10/- each 10,00,000 Preference shares of Rs. 10/- each	500000000 100000000	500000000 100000000
		510000000	510000000
2	ISSUED , SUBSCRIBED & PAID UP CAPITAL		
	To the Subscribers of the Memorandum Paid up Share capital by allotment (10000000 Equity shares of Rs.10 each fully paid up) 40000000 Pref. warrant converted to equity	100000000 400000000	100000000 400000000
	Total in	500000000	500000000

Note : 3 Reserve & Surplus

1	Securities Premium reserve	94000000	94000000
2	Surplus (Profit & Loss Account)	(8370727)	(7539856)
	Balance brought forward from previous year	(7539856)	(6249469)
	Less: Tax on Regular Assessment Paid	00	00
	Add: Profit for the period	(830871)	(1290387)
	Total in	85629273	86460144

Note : 4 Long Term Borrowings(Unsecured)

	Other Loans & Advances		
	Secured		
	Ahmedabad People Co op Bank Ltd.	3600000	3600000
	Pragati Co-op. Bank Ltd.	2453997	2453997
		6053997	6053997
	Unsecured	00	00
	Total in	6053997	6053997

Note : 5 short Term Borrowings(Unsecured)

	Others	5048375	0
	Total in	5048375	0

Note : 6 Trades Payable

	Sundry Creditors for Material/Supplies	4218566	546233
	Sundry Creditors for Services	60950	70815
	Total in	4279516	617048

Note : 8 Non Current Investment		Rs.	Rs.
Sr. No	Particulars	Current Year	Previous Year
1	Investment in Equity Instrument(At Cost) Quoted 600 EQ. SH OF EXDON TRADING CO. LTD. 85 EQ. SH. OF GDR MEDIA	1700 21	1700 21
		1721	1721
2	UNQUOTED (F.V. Rs.10/- each) EQUITY SHARES OF AMRAPALI CAPITAL & FINANCE SERVICES LTD. 11000 EQ. SHARE OF CORPORATE STRATEGIC ALLIANZ LIMITED 1762500 PREF WARRANT OF DECOLIGHT CERAMIC LTD (PARTLY PAID) 66700 SHARES OF GIRISH METALS PRIVATE LIMITED HATHI TRADING CO. P. LTD. PRADEEP OVERSEAS PREF. SHARES 196700 E. SHARES OF PRATIK MINERALS PRIVATE LIMITED PRESSURE SENSITIVE SYSTEMS (INDIA) LIMITED - PREF. SHARE 4000 SHARES OF RAMA SHIVA LEASE FINANCE PRIVATE LIMITED 14000 SHARES OF SANNIDHYA TRADELINK PRIVATE LIMITED 70000 SHARES OF SHANTI TRADELINK PRIVATE LIMITED 126700 SHARES OF SONIKA GRANITES PRIVATE LIMITED OMNI EX EQUITY SHARES DAZZLE ORNAMENTS PLTD	32000000 1100000 8812651 20010000 435000 2000000 59010000 8000000 40000 4200000 21000000 38010000 1 3500000	32000000 1100000 4846875 20010000 435000 2000000 59010000 8000000 40000 4200000 21000000 38010000 0 3500000
	Total in	198117652	194151875

Note : 9 Long Term Loans and Advances

1	Loans & Advances to related parties	00	00
2	Other Loans & Advances	42250000	42250000
	Total in	42250000	42250000

Note : 10 Other Non Current Assets

1	Others	514001	1039678
	Total in	514001	1039678

Note : 7 Fixed Asset

Sr. No	Particulars	Rate	Gross Block				Depreciation				Net Block	
			Value at the beginning	Addition during the year	Deduction during the year	Value at the end	Value at the beginning	Addition during the year	Deduction during the year	Value at the end	WDV as on 31.03.14	WDV as on 31.03.2013
I	<u>Tangible Assets</u>											
1	Computer	40.00%	1109916	0	0	1109916	1092148	7107	0	1099255	10661	17768
2	Access Control System	13.91%	14625	0	0	14625	8054	914	0	8968	5657	6571
3	Furniture & Fixtures	18.10%	244231	0	0	244231	167457	13896	0	181353	62878	76774
4	Computer Software	40.00%	1680805	0	0	1680805	1571444	43744	0	1615188	65617	109361
5	Mobile Phone	13.91%	13900	0	0	13900	9028	678	0	9706	4194	4872
6	Printer	40.00%	6032	0	0	6032	5795	95	0	5890	142	237
7	U P S	13.91%	39000	0	0	39000	25034	1943	0	26977	12023	13966
8	Capital Work in Progress		17578384	0	17578384	0	0	0	0	0	0	17578384
	SUB TOTAL (A)		20686893	0	17578384	3108509	2878961	68377	0	2947338	161171	17807932
	(Previous Year)		20686893	0	17578384	3108509	2772979	105982	0	2878961	229548	17913914

Note : 11 Current Investment

Sr. No	Particulars	Rs.	Rs.
		Current Year	Previous Year
	Investment in Equity		
	Quoted		
	90000 E. S. of Maloo Gems Ltd	13500000	
	Turbotech Eng. Ltd.	123000000	96000000
		136500000	96000000
	Unquoted		
	Devine Impex Ltd.	13690000	13690000
	G.N. Alloys Pvt. Ltd.	2500000	2500000
	IDM Solution Pvt. Ltd.	2500000	2500000
	Maradia Sons Holdings Pvt. Ltd. (Partly Paid)	10000000	10000000
	Moonga Ispat Ltd.	15000000	15000000
	Sitashree Food Product Ltd.	17578000	17578000
	VKVK Steel Pvt. LTd.	1500000	1500000
	Transport Co Op Bank Ltd.	39320000	39320000
		102088000	102088000
	Total in	238588000	198088000

Note : 12 Trade Receivables

1	Outstanding for more than six months		
	a) Secured, Considered Good :	00	00
	b) Unsecured, Considered Good :	77347937	122023177
	c) Doubtful		
2	Others		
	Unsecured, Considered Good :	4289941	0
	Total in	81637878	122023177

Note : 13 Cash & Cash Equivalent

1	Cash-in-Hand		
	Cash Balance	2623357	2642858
	Sub Total (A)	2623357	2642858
2	Bank Balance		
	Bank of India	124	124
	HDFC Bank	256	1720
	Indusind Bank	10000	10000
	Balance with Co-operative Bank		
	Ahmedabad People Co. Op Bank Ltd.	2450	2450
	Pragati Co. Op Bank	1780	1780
	Sub Total (B)	14610	16074
	Total [A + B]	2637967	2658932

Note :14 Short Terms Loans and Advances

Sr. No	Particulars	Rs.	Rs.
		Current Year	Previous Year
	Others		
	Advance Income Tax/Refund Due	50000	50000
	Other Loans & Advances	37250000	32850000
	Total in	37300000	32900000

Note : 15 Other Income

	Profit on sale of shares	0	488823
	Total in	0	488823

Note : 16 Employment Benefit Expenses

	Salaries, Bonus, PF & ESIC	21000	63000
	Total in	21000	63000

Note :17 Financial Cost

2	Bank Charges	84	1223
	Total in	84	1223

Note : 18 Depreciation & Amortised Cost

1	Depreciation	68377	105982
2	Preliminary Expenses W/O	525677	525677
	Total in	594054	631659

Note : 19 Other Expenses

1	Annual Custody fees	123596	112360
2	Audit Fee Expenses	10000	10000
3	Commodity Exp	711804	8684
4	Listing Fees	89888	91489
5	Demat Exp	134	0
6	Misc.Exp	1596	3000
7	Professional Fee Exp.	34750	95298
8	Printing & Stationery Exp	0	7600
9	Repair & Maintenance	0	4250
10	ROC Filing Fees	6500	6000
11	RTA Expenses	0	26966
12	Telephone Exp.	0	2500
	Total in	978268	368147

Note: 19 Expenditure in foreign currency: Nil

Note: 20 Income in Foreign Currency: Nil

Note: 21 Balance of Sundry Debtors, Creditors, Loans & Advances given and accepted as agreed by the management, are subject to confirmation.

Note: 22 Previous years' figures are regrouped and rearranged wherever necessary.

Note: 23 In the opinion of the Board of Directors, Current Assets, Loans & Advances are Realisable in the ordinary course of business, at the value which they are stated.

Note: 24 Accounting Standard 17 – Segment Reporting

There are no identifiable reportable segments in the course of business carried on by the company. The risks and returns are not affected both by the difference in the products and by difference in geographical area.

Note: 25 Accounting Standard 18 – Related party Disclosures No transaction have been carried on with the related parties.

Note: 26 EARNING PER SHARE (AS 20)

Particular	2013-14	2012-13
PROFIT/ (LOSS) AFTER TAX IN RS.	(830871)	(1290387)
NO. OF EQUITY SHARES	50000000	50000000
EARNING PER SHARE	-0.02	-0.03

Note: 27 Deferred Tax

Opening Balance (Liability):	211742
During the year (due to depreciation):	-14513

Note: 28 We have verified the vouchers and documentary evidences wherever made available. Where no documentary evidences were available, we relied on the Authentication given by the management.

As per our report of even date:

For Y. D. & Co.

CHARTERED ACCOUNTANTS

Firm Reg. No. 018846 N

FOR AND ON BEHALF OF THE BOARD

(CA RAKESH PURI)

PARTNER

M. No. 092728

Place: Ludhiana

Date: 26.05.2014

DILIP CHAVAN

(DIRECTOR)

Place: Ahmedabad

Date: 26.05.2014

RAMANLAL TRIVEDI

(DIRECTOR)

SUN AND SHINE WORLDWIDELIMITED

Reg. Off. Address: B/16, MARUTI INDUSTRIAL ESTATE, G.I.D.C. VATVA, AHMEDABAD - 382445
CIN: L51100GJ1994PLC22388, E Mail: sunandshineworldwidetd@gmail.com

20th ANNUAL GENERAL MEETING On 29.09.2014 at 10.00 A.M. at registered office of the company

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

* Applicable for shareholding in electronic form.

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

Signature of Member/s/ Proxy

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

✂-----Cut Here-----

PROXY FORM

Form No MGT-11

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

CIN	L51100GJ1994PLC22388
Name of Company	SUN AND SHINE WORLDWIDE LIMITED
Reg. Office Address	B/16, MARUTI INDUSTRIAL ESTATE, G.I.D.C. VATVA, AHMEDABAD - 382445
Name of the Member	
Registered Address	
E Mail Id	
Folio No./Client ID	

I/We, being the member (s) of SUN AND SHINE WORLDWIDE LIMITED hereby appoint

Name	
Address	
E mail Id	Signature

OR FAILING HIM

Name	
Address	
E mail Id	Signature

As my/ our Proxy to attend and vote for me/us on my/ our behalf at the 20th Annual General Meeting of the Company to be held on 29.09.2014 at 10:00 a.m. at registered office of the company and at any adjournment thereof and respect of such resolution mentioned below:

Resolution No.	Resolution	For	Against
01	Adaption of Financial Statement for the year ended 31.03.2014		
02	Appointment of Auditor and Fix their remuneration		
03	Re-Appointment of Mr. RAMANLAL TRIVEDI retires by rotation.		
04	Appointment of Mr. DILIP CHAVAN as an Independent Director		
05	Appointment of Mr. NARESH SHINDE as an Independent Director		
06	Appointment of Mr. SACHIN MANCHEKAR as an Independent Director		
07	Adoption of new set of Articles of Association		

Signed on thisday of2014.

Affix
Revenue
Stamp

Signature of shareholder/ Signature of Proxy

NOTE:

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

BOOK-POST

To,



If undelivered, please return to:

Reg. Office: B/16, MARUTI INDUSTRIAL ESTATE, G.I.D.C. VATVA, AHMEDABAD - 382445