



6th Annual Report
2014-15

SUNEHARI EXPORTS (HARIDWAR) LIMITED

BOARD OF DIRECTORS

Mr. Harish Chander Nanda (DIN-00095132)

Director

Mr. Ankur Anand (DIN-00506761)

Director

Ms. Shikha Nanda (DIN-00095106)

Director

Mr. Arjun Lamba (DIN-00124804)

Director

AUDITORS

B.K. Shroff & Company

3/7 - B, Asaf Ali Road,

New Delhi - 110 002

BANKERS

HDFC Bank Limited

B-1/I-1, Mohan Co-operative
Industrial Area, Mathura Road,
New Delhi - 110 044, India

REGISTERED OFFICE

B-1/E-24, Mohan Co-operative
Industrial Area, Mathura Road,
New Delhi - 110 044, India

WORKS

Plot No. 98, Sector-5, IIE (Sidcul)
Ranipur, Dist. Haridwar (Uttaranchal)

STOCK EXCHANGE

OTC Exchange of India

92, Maker Tower 'F', Cuffe Parade,
Mumbai - 400 005

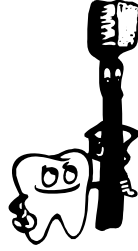
Delhi Stock Exchange of India

DSE House, 3/1, Asaf Ali Road,
New Delhi - 110 002

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SUNEHARI EXPORTS (HARIDWAR) LTD

CIN : L36102DL2009PLC188045

Regd. Office : B 1 /E -24, Mohan Co-operative Industrial Area,
Mathura Road, New Delhi 110 044

Notice to the 6th Annual General meeting

Notice is hereby given that the 6th Annual General Meeting of the Members of M/s Sunehari Exports (Haridwar) Limited will be held on Wednesday, 30th September, 2015 at 12.15 P.M. at Jawaharlal Nehru National Youth Centre, 219, Deendayal Upadhyaya Marg, New Delhi- 110 002 , to transact the following businesses:

Harish Chander Nanda

DIN:00095132

Director

Address: D-201, Defence Colony
New Delhi- 110024

Date: 13th August, 2015

Place: New Delhi

ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements for the Financial Year ended on 31st March, 2015 and the Reports of the Directors and Auditors thereon.
2. To ratify the appointment of M/s. B.K. Shroff & Co., Chartered Accountants, New Delhi (Firm Registration No. 302166E) as approved by Members at the Fifth Annual General Meeting as Statutory Auditors of the Company, to hold office until the conclusion of 8th Annual General Meeting, and to fix their remuneration for the financial year ending 31st March, 2016.

SPECIAL BUSINESS

3. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“Resolved that pursuant to the provisions of Sections 149 and 152 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder, Mrs Shikha Nanda (DIN: 00095106), who was appointed as an Additional Director of the Company with effect from 13th March, 2015 under Section 161 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company.”

By order of the board
Sunehari Exports (Haridwar) Ltd

Regd. Office:

B 1/E-24,
Mohan Co-operative Indl. Area,
Mathura Road, New Delhi-110044

NOTES

1. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of item no. 3 of the notice set out above is annexed herewith.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL TO VOTE INSTEAD OF HIMSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A BLANK FORM OF PROXY IS ENCLOSED HERewith AND, IF INTENDED TO BE USED, IT SHOULD BE RETURNED DULY COMPLETED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE SCHEDULED TIME OF THE COMMENCEMENT OF ANNUAL GENERAL MEETING.
3. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY IN NUMBER AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. HOWEVER, A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.
4. Every member entitled to vote at the meeting, or on any resolution to be moved thereat, shall be



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entitled during the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during the business hours of the company, provided not less than three days' notice in writing of the intention so to inspect is given to the company.

5. The Share Transfer Books and Register of Members of the Company will remain closed from Thursday, 24th September, 2015 to Wednesday, 30th September, 2015 (both days inclusive).
6. A. Members holding shares in physical form are requested to notify/send the following to the Registrar & Transfer Agent (RTA) of the Company M/s Mas Services Ltd, T-34, 2nd Floor, Okhla Industrial Area, Phase - II, New Delhi - 110 020; Tel.No.011-26387281/82/83, Fax No.011-26387384, email:mas_serv@yahoo.com:
 - i) their bank account details in order to receive payment of dividend through electronic mode,
 - ii) **their email id**, in case the same have not been sent earlier, for the purpose of receiving the communication electronically,
 - iii) any change in their address/e-mail id/ECS mandate/ bank details, share certificate(s), held in multiple accounts in identical names or joint accounts in the same order of names, for consolidation of such shareholding into one account.
- B. Members holding shares in dematerialized form are requested to notify to their Depository Participant:
 - i) **their email id**.
 - ii) all changes with respect to their address, email id, ECS mandate and bank details.
- C. Kindly note that as per SEBI Circular CIR/MRD/DP/10/2013 dated March 21, 2013 it is mandatory for the company to print the bank account details of the investors in dividend payment instrument. Hence, you are requested to register/ update your correct bank account details with the Company/RTA/Depository Participant, as the case may be.
7. The Securities and Exchange Board of India has notified that the shareholders/ transferee of shares (including joint holders) holding shares in physical form are required to furnish a certified copy of their Income Tax Permanent Account Number (PAN) card to the Company / RTA while transacting in the securities market including transfer, transmission or any other corporate action. Accordingly, all the shareholders/ transferee of shares (including joint holders) in physical form are requested to furnish a certified copy of their PAN Card to the company/ RTA while transacting in the securities market including transfer, transmission or any other corporate action.
8. The shares of the Company are under compulsory Demat trading. Members holding shares in physical form are requested to convert their shares into dematerialized form in their own interest and convenience purpose.
9. In accordance with section 20 of the Companies Act, 2013 service of documents on members by a company is allowed through electronic mode. Accordingly, as a part of Green Initiative, soft copy of the Annual Report for the year ended March 31, 2015 has been sent to all the members whose email address(es) are registered with the Company/ Depository Participant(s) unless any member has requested for a hard copy of the same. Further, in terms of SEBI Circular No. CIR/CFD/DIL/7/2011 dated 05.10.2011 the hard copies of Annual Report have been sent to all other members who have not registered their email address(es). Members, who have not yet registered their email address with the Company/RTA/Depository Participant, are requested to do the same at the earliest by submitting duly filled in "e-Communication Registration Form" (available on our website www.sunehari.com in Investor Relation) to the Company/RTA. Members can also submit their form along with Attendance Slip at the Registration Counter at AGM. Members holding shares in dematerialized form are requested to register their email address with their Depository Participant only. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon receipt of request for the same, free of cost. The Notice of the Annual General Meeting and the Annual Report for 2014-15 will also be available on the Company's website www.sunehari.com for download by the

members. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during business hours.

10. The Shareholders/Proxies are requested to produce at the Registration Counter(s) the attendance slip duly completed and signed, for admission to the meeting hall. However, in case of non-receipt of Notice of Annual General Meeting, members are requested to write to the Company at its registered office for issuing the duplicate of the same or download the same from Company's website www.sunehari.com.
11. In case you have any query relating to the enclosed Annual Accounts you are requested to send the same to the Company Secretary at the Registered Office of the Company at least 10 days before the date of Annual General Meeting so as to enable the management to keep the information ready for replying at the meeting.
12. As a measure of economy, copies of Annual Report will not be distributed at the venue of the Annual General Meeting. Members are, therefore, requested to bring their own copies of the Annual Report to the meeting.
13. The information required to be provided under the Listing Agreement entered into by the Company with the Stock Exchanges regarding the Directors proposed to be reappointed are provided in the Report on Corporate Governance forming part of the Annual Report.
14. Details under Clause 49 of the Listing agreement with the Stock exchanges in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, is separately annexed hereto. The Directors seeking appointment/reappointment have furnished the declaration under Rule 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014 as required under section 164(2) of the Companies Act, 2013.
15. All the documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company on all working days between 11.00 am to 1.00 pm up to the date of Annual General Meeting. The Register of Directors' and Key Managerial Personnel & their Shareholding and the Register of Contracts & Arrangements in which directors are interested shall be open for inspection

at the meeting to any person having right to attend the meeting.

16. Voting through electronic means:

- i) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, a member may exercise his right to vote by electronic means (e-voting) in respect of the resolutions contained in this notice.
- ii) The Company is providing e-voting facility to its members to enable them to cast their votes electronically. The Company has engaged the services of National Securities Depository Limited as the Authorised Agency to provide e-voting facilities.
- iii) The Board of Directors have appointed Mr Debabrata Deb Nath, Company Secretary in Whole Time Practice, 785, Pocket-E, Mayur Vihar-II, Delhi-110 091 as the Scrutinizer, for conducting the e-voting process in a fair and transparent manner.
- iv) Members are requested to carefully read the instructions for e-voting before casting their vote.
- v) The e-voting facility will be available during the following voting period after which the portal will be blocked and shall not be available for e-voting :

Commencement of e-voting	From 9.00 a.m. (IST) on Sunday, 27th September, 2015
End of e-voting	Upto 5.00 p.m. (IST) on Tuesday, 29th September, 2015

- vi) The cut-off date (i.e. the record date) for the purpose of e-voting is 24th September, 2015.
- vii) Declaration of Result of e-voting:
 - a) The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date (i.e. the record date).
 - b) The Scrutinizer shall after the conclusion of e-voting period and before the closing of working hours on 30th September, 2015 unblock the votes in the presence of at least two (2) witnesses not in the



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- employment of the Company and will make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- c) The Scrutinizer's decision on the validity of the vote shall be final and binding.
- d) The Results on resolutions shall be declared on or after the AGM of the Company and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the resolutions.
- e) The result declared along with the Scrutinizer's report shall be placed on the website of the Company (www.sunehari.com) within 2 (two) days of passing of the resolutions at the AGM and communicated to the Stock Exchanges where the Company shares are listed.
- viii) The procedure and instructions for e-voting are given separately with this Annual Report.

EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3

Mrs Shikha Nanda was co-opted on the Board of Directors of the Company as an Additional Director to hold office until the date of ensuing annual general meeting.

The Board is proposing to appoint her as an ordinary director in the ensuing AGM. Accordingly, the resolution is placed before the members for their consideration and approval.

The Board recommends the proposed resolution for adoption in the larger interest of the Company.

Except Mrs Shikha Nanda and Mr Harish Chander Nanda, no directors, Key Managerial Personal and their relatives are interested and concerned in the proposed resolution.

Regd. Office:

B 1/E-24,
Mohan Co-operative Indl. Area,
Mathura Road, New Delhi-110044

By order of the board
Sunehari Exports (Haridwar) Ltd

Harish Chander Nanda

DIN:00095132

Director

Address: D-201, Defence Colony
New Delhi- 110024

Date : 13th August, 2015

Place : New Delhi

DIRECTORS' REPORT**TO THE MEMBERS OF SUNEHARI EXPORTS (HARIDWAR) LIMITED**

The Directors hereby present their 6th Annual Report on the business and operations of the Company and the financial accounts for the year ended 31st March, 2015.

Financial Highlights		(Amount in ₹)
Particulars	Current Year	Previous Year
Revenue from operations	14,400.00	46,080.00
Other Income	6,781.00	1,29,716.00
Profit/(Loss) before Tax	(25,10,348.04)	(32,18,961.75)
Provision for Tax		
• Current Tax	271.00	619.00
• Deferred Tax	-	-
Profit/(Loss) after Tax	(24,04,692.29)	(43,99,927.25)
Transfer to Reserve	-	-

Company Performance

During the year under review total income of the Company was ₹ 21,181.00 as against ₹ 1,75,796.00 in the previous year. The Company has suffered a loss for the year of ₹ 24,04,692.29 against a loss of ₹ 43,99,927.25. Your Directors are putting in their best efforts to improve the performance of the Company.

Statement of Company's Affair

The Company is in the business of manufacturing of Oral Dental care products. Though from last few years due to unavailability of order and financial crunch in the Company, it has no manufacturing activities.

Change in nature of Business of the Company

There has been no change in the nature of business of the Company.

Material Changes etc.

Save as mentioned elsewhere in this Report, no material changes and commitments affecting the financial position of the Company have occurred between the end of the financial year of the Company i.e. 31st March, 2015 and the date of this Report.

Dividend

In view of loss suffered by the company, your Directors regret their inability to recommend any dividend.

Share Capital

The paid up Equity Share Capital as on 31st March, 2015

was 3.05 crores. During the year under review, the Company has not issued any shares. The Company has not issued shares with differential voting rights. It has neither issued employee stock options nor sweat equity shares and does not have any scheme to fund its employees to purchase the shares of the Company.

Particulars of Loans, Guarantees or Investments under Section 186 of the Companies Act, 2013

Pursuant to Section 134(3)(g) of the Companies Act, 2013 details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are provided in Notes 11 and 14 to the Financial Statements.

Disclosure on Deposit under Chapter V

The Company has neither accepted nor renewed any deposits during the Financial Year 2014-15 in terms of Chapter V of the Companies Act, 2013.

Report on Subsidiaries, Associates and Joint Venture Companies

The Company has no subsidiaries, associates and joint ventures companies.

Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo

During the financial year 2014-15. There is no manufacturing activity in the Company. Accordingly no disclosures required under Section 134 of the Companies Act, 2013. The detail of Foreign exchange earnings outgo are:



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Particulars	Current year	Previous year
Foreign exchange earnings	Nil	Nil
Foreign exchange outgo	Nil	Nil

Listing

During the year 2014-15, the securities of the Company were listed on DSE and OTCEI. Presently, both the stock exchanges are shifted to Dissemination Board.

Corporate Governance

The Company has complied with the provisions of Clause 49 of the Listing Agreement relating to the Corporate Governance. The Report on Corporate Governance as stipulated under Clause 49 of the Listing Agreement forms part of the Annual Report. A Certificate from Company Secretary in Practice on compliance of Clause 49 of the Listing Agreement.

Certificate of the CEO/CFO, inter-alia, confirming the correctness of the financial statements, compliance with Company's Code of Conduct, adequacy of the internal control measures and reporting of matters to the Audit Committee in terms of Clause 49 of the Listing Agreement with the Stock Exchanges, is attached in the Corporate Governance Report and forms part of this Report.

Directors

During the year, Mr Sumit Nanda has resigned as Director w.e.f. March 13, 2015, owing to personal reason to which he was finding it difficult to effectively discharge his duties as Director.

Pursuant to Section 149(1) of the Companies Act, 2013 the Board of Directors of the Company had on 13th March, 2015 appointed a Women Director Mrs. Shikha Nanda as Additional Director in the category of Non Independent Director. Mrs. Shikha Nanda shall hold office upto the date of the ensuing AGM of the Company and, being eligible, offer herself for re-appointment. The Company has also received a notice in writing from a member proposing her candidature for the office of Director along with a deposit of Rupees one lakh. She will not be subject to retirement by rotation, for a term of 5 (five) consecutive years commencing from the date of her appointment as an Additional Director in the Company i.e. 13th March, 2015.

The brief resume of the Directors being appointed/ reappointed, the nature of their expertise in specific functional areas, names of companies in which they have held Directorships, Committee Memberships/ Chairmanships, their shareholding etc., are provided in the report on Corporate Governance forming part of the Annual

Report.

In terms of Section 149(5) of the Companies Act, 2013 Shri Arjun Lamba, and Shri Ankur Anand were appointed as Non-Executive Independent Directors of the Company within the meaning of Section 149 and 152 [including Section 149(10)] of the new Companies Act, 2013 read with Schedule IV attached thereto and Rules made there under, not subject to retirement by rotation, for a term of 5 (five) consecutive years in the Annual General Meeting held on 30th September, 2014.

Pursuant to the provisions under Section 134(3)(d) of the Companies Act, 2013, with respect to statement on declaration given by Independent Directors under Section 149(6) of the Act, the Board hereby confirms that all the Independent Directors of the Company have given a declaration and have confirmed that they meet the criteria of independence as provided in the said Section 149(6).

Key Managerial Personnel

The Company has not appointed any Key Managerial Personnel (KMP) in the Company as per Section 2(51) and 203 of the Companies Act, 2013.

Policy on Directors appointment and Policy on remuneration

The Company is not paying any remuneration to any of its directors. The Company has only one employee. Accordingly, the requirement under Section 134(3)(e) and Section 178(3) of the Companies Act, 2013 is not applicable.

Particulars of remuneration of Directors/ KMP/ Employees

There are no employees who are in receipt of remuneration in excess of the limits prescribed under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

There was only one employee in the Company who has been given remuneration of Rs.150904 during the financial year 2014-15. No remuneration is paid to any of the directors. Accordingly, disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not required.

Number of Meetings of the Board

During the Financial Year 2014-15, 10(Ten) number of Board meetings were held. For details thereof kindly refer to the section Board of Directors in the Corporate Governance Report.

Performance Evaluation of the Board, its Committees and Individual Directors

Pursuant to applicable provisions of the Companies Act, 2013 and the Listing Agreement with Stock Exchanges, the Board, has formulated a framework containing, inter-alia, the criteria for performance evaluation of the entire Board of the Company, its Committees and Individual Directors, including Independent Directors.

A structured questionnaire has been prepared, covering various aspects of the functioning of the Board and its Committee, such as, adequacy of the constitution and composition of the Board and its Committees, matters addressed in the Board and Committee meetings, processes followed at the meeting, Board's focus, regulatory compliances and Corporate Governance, etc. Similarly, for evaluation of Individual Director's performance, the questionnaire covers various aspects like his/her profile, contribution in Board and Committee meetings, execution and performance of specific duties, obligations, regulatory compliances and governance, etc.

Board members had submitted their response on a scale of 5(excellent) – 1 (poor) for evaluating the entire Board, respective Committees of which they are members and of their peer Board members, including Chairman of the Board.

The Independent Directors had met separately without the presence of Non-Independent Directors and the members of management and discussed, inter-alia, the performance of non-Independent Directors and Board as a whole and the performance of the Chairman of the Company after taking into consideration the views of executive and Non-Executive Directors.

The performance evaluation of all the Independent Directors have been done by the entire Board, excluding the Director being evaluated. On the basis of performance evaluation done by the Board, it shall be determined whether to extend or continue their term of appointment, whenever the respective term expires. The Directors expressed their satisfaction with the evaluation process.

Composition of Audit Committee

As on 31st March, 2015, the Audit Committee of the Company comprises the following directors:

1. Mr Ankur Anand - Chairman (Independent Director)
2. Mr Harish Chander Nanda– Member (Promoter Director)
3. Mr Arjun Lamba - Member (Independent Director)

Further, all recommendations of Audit Committee were accepted by the Board of Directors.

Statutory Auditors and their Report

The Auditors, M/s B.K. Shroff & Co., Chartered Accountants, were appointed with your approval at the 5th AGM to hold such office till the conclusion of the 8th AGM. The Board, in terms of Section 139 of the Act, on the recommendation of the Audit Committee, has recommended for the ratification of the Members the appointment of M/s B.K. Shroff & Co. from the conclusion of the ensuing AGM till the conclusion of the 8th AGM.

The Board, in terms of Section 142 of the Act, on the recommendation of the Audit Committee, has also recommended for the approval of the Members the remuneration of M/s B.K. Shroff & Co. for the financial year 2015-16. Appropriate resolution in respect of the above is appearing in the Notice convening the 6th AGM of the Company.

There are no observations (including any qualification, reservation, adverse remark or disclaimer) of the Auditors in their Audit Report that may call for any explanation from the Directors. Further, the notes to accounts referred to in the Auditor's Report are self-explanatory.

Secretarial Auditors

Your Board, during the year, appointed M/s R & D Company Secretaries, to conduct secretarial audit of the Company for the financial year ended 31st March, 2015. The Report of M/s R & D Company Secretaries in terms of Section 204 of the Act is provided in the "Annexure 1" forming part of this Report. The observations of the (including any qualification, reservation, adverse remark or disclaimer) are self-explanatory except the following :

The Company had not appointed any Key Managerial Personnel as prescribed under the provision of section 203 of Companies Act, 2013.

Management explanation

The Company is trying to appoint required Key Managerial Personnel in the company but due to low operations and low salary, no person is interested in joining as a KMP of the Company.

Directors' Responsibility Statement

Pursuant to the provisions under Section 134(5) of the Companies Act, 2013, with respect to Directors' Responsibility Statement, the Directors confirm:

- a) That in the preparation of the Annual Accounts, the applicable Accounting Standards have been followed alongwith proper explanation relating to material departures;



- b) That they had selected such accounting policies and applied them consistently, and made judgements and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- c) That they had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) That they had prepared the annual accounts on a going concern basis;
- e) That they had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- f) That they had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Corporate Social Responsibility (CSR)

The Company does not come under the preview of Section 135 of the Companies Act, 2013 in relation to Corporate Social Responsibility.

Internal Financial Controls with reference to the financial statements

Details of internal financial control and its adequacy are included in the Management Discussion and Analysis Report, which forms part of this Report.

Risk Management Policy

The Company has adopted a Risk Management Policy in accordance with the provisions of the Act and Clause 49 of the Listing Agreement. It establishes various levels of accountability and overview within the Company, while vesting identified managers with responsibility for each significant risk.

The Internal Audit Department facilitates the execution of Risk Management Practices in the Company, in the areas of risk identification, assessment, monitoring, mitigation and reporting. Through this programme, each Function and Unit addresses opportunities and risks through a comprehensive approach aligned to the Company's objectives. The Company has laid down procedures to inform the Audit

Committee as well as the Board of Directors about risk assessment and management procedures and status.

Sustainability is embedded in the Corporate Enterprise Risk Management programme, which gives an opportunity to increase the effectiveness of risk management practices and for improving business efficiency. The Company's social and environmental policies correlate strongly with the risk management strategy and ultimately the financial performance.

This risk management process, which is facilitated by internal audit, covers risk identification, assessment, analysis and mitigation. Incorporating sustainability in the process also helps to align potential exposures with the risk appetite and highlights risks associated with chosen strategies. The current risk slate and the comprehensive risk policy have been further redefined during the year. The major risks forming part of the Enterprise Risk Management process are linked to the audit universe and are covered as part of the annual risk based audit plan.

Vigil Mechanism Policy

The Company has adopted a Vigil Mechanism Policy, to provide a formal mechanism to the Directors and employees to report their concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy. The Policy provides for adequate safeguards against victimization of employees who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee. It is affirmed that no personnel of the Company has been denied access to the Audit Committee.

Prevention of Sexual Harassment

As required by the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013, the Company has formulated and implemented a policy on prevention of sexual harassment at workplace with a mechanism of lodging complaints. Its redressal is placed on the intranet for the benefit of its employees. During the year under review, no complaints were reported to the Board.

Extract of Annual Return

Extract of Annual Return of the Company is annexed herewith as "Annexure 2" to this Report.

Contracts or arrangements with Related Parties under Section 188(1) of the Companies Act, 2013

With reference to Section 134(3)(h) of the Companies Act, 2013, all contracts and arrangements with related parties under Section 188(1) of the Act, entered by the Company

during the financial year, were in the ordinary course of business and on an arm's length basis. During the year, the Company had not entered into any contract or arrangement with related parties which could be considered 'material' according to the policy of the Company on Materiality of Related Party Transactions.

Your attention is drawn to the Related Party disclosures set out in Note no. 28 of the Financial Statements.

Acknowledgements

Your Directors place on record their gratitude to the Central Government, State Governments and Company's Bankers for the assistance, co-operation and encouragement they extended to the Company. Your Directors also wish to place on record their sincere thanks and appreciation for the continuing support and unstinting efforts of investors, vendors, dealers, business associates and employees in ensuring an excellent all around operational performance.

For and on behalf of the Board

Sunehari Exports (Haridwar) Ltd

Ankur Anand

Director

DIN:00506761

Address:

A-135, Shivalik Enclave,
New Delhi- 110017

Harish Chander Nanda

Director

DIN: 00095132

Address:

D-201, Defence Colony
New Delhi- 110024

Date : 13.08.2015

Place : New Delhi

Enclo:

1. Secretarial Audit Report-**Annexure-1**
2. Extract of Annual Return in MGT-9-**Annexure-2**



**Secretarial Audit Report
For the financial year ended 31st March, 2015**

To

The Members

Sunehari Exports (Haridwar) Limited

B 1/E 24, Mohan Co- Operative Industrial Area,

Mathura Road, New Delhi- 110044

In terms of the provisions of section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014, and other applicable provisions, if any, we have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Sunehari Exports (Haridwar) Limited, a Company incorporated under the provisions of the Companies Act, 1956, vide CIN L 36102 DL 2009 PLC 188045 and having its registered office at B 1/E-24, Mohan Co-operative Industrial Area, Mathura Road, New Delhi- 110 044 (hereinafter referred to as "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

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

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

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; Not applicable as the Company has not issued/ proposed to issue any Employee Stock Option Scheme and Employee Stock Purchase Scheme during the financial year under review.
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; Not applicable as the Company has not issued any debt securities during the financial year under review.
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g. The Securities and Exchange Board of India (De-listing of Equity Shares) Regulations, 2009; Not applicable as the Company has not delisted/ proposed to delist its equity shares from any stock exchange during the financial year under review.
 - h. The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 1998; Not applicable as the Company has not bought back/ propose to buy back any of its securities during the financial year under review.

vi. The Company has identified the following laws as specifically applicable to the Company.

- a. Drugs and Cosmetics Act, 1940;

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

- i. Secretarial Standards issued by The Institute of Company Secretaries of India; Not applicable as not notified during the period under review.
- ii. The Listing Agreements entered into by the Company with Stock Exchanges;

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

1. The Company had not appointed any Key Managerial Personnel as prescribed under the provision of section 203 of Companies Act, 2013.

We further report that

During the period under review, the Board of Directors of the Company was duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notices were given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent adequately in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes, wherever applicable.

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

We further report that during the audit period, the Company has not entered into/carried out any specific events/actions which may have a major bearing on the Company's affairs.

For **R&D**
Company Secretaries

Date : 13th August, 2015
Place: New Delhi

Debabrata Deb Nath
Partner
FCS: 7775; CP: 8612

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



SUNEHARI EXPORTS (HARIDWAR) LTD.

‘Annexure A’

To

The Members

Sunehari Exports (Haridwar) Limited

B 1/E 24, Mohan Co- Operative Industrial Area,

Mathura Road, New Delhi- 110044

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

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **R&D**
Company Secretaries

Date : 13th August, 2015

Place: New Delhi

Debabrata Deb Nath
Partner
FCS: 7775; CP: 8612

Annexure - 2 to the Directors' Report

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31.03.2015

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies
(Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i) CIN	L 36102 DL 2009 PLC 188045
ii) Registration Date	02.03.2009
iii) Name of the Company	Sunehari Exports (Haridwar) Limited
iv) Category/Sub Category of the Company	Company Limited by Shares/ Indian Non-Government Company
v) Address of the Registered office and contact details	B 1/E- 24 Mohan Co-operative Industrial Area, Mathura Road, New Delhi- 110 044
vii) Whether listed company (Yes/No)	Yes
viii) Name, Address and Contact details of Registrar and Transfer Agent, if any	Mas Services Ltd, T-34, 2nd Floor, Okhla Industrial Area, Phase- II, New Delhi- 110020 Telephone No: 011- 26387281/82/83 Fax No: 011-26387384, E-Mail: mas_serv@yahoo.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

(All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Manufacture of Oral dental care products	2424	100%

*As per NIC 2004

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. No.	Name and address of the company	CIN/GLN	Holding/Subsidiary/ Associate	%age of shares held	Applicable Section
NIL					

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

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 01.04.2014]				No. of Shares held at the end of the year [As on 31.03.2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	1226200	989645	2215845	73.59	1225801	989645	2215446	73.58	-0.013
b) Central Govt	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
c) State Govt(s)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
d) Bodies Corp.	Nil	9995	9995	0.33	Nil	9995	9995	0.33	Nil
e) Banks / FI	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
f) Any other	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sub-total (A) (1)	1226200	999640	2225840	73.93	1225801	999640	2225441	73.91	-0.013



SUNEHARI EXPORTS (HARIDWAR) LTD.

(2) Foreign									
a) NRIs Individual	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
b) Other Individuals	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
c) Bodies Corp.	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
d) Banks / FI	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
e) Any other	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sub-total (A)(2)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total Shareholding of Promoter A= A(1)+A(2)	1226200	999640	2225840	73.93	1225801	999640	2225441	73.91	-0.013
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
b) Banks / FI	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
c) Central Govt	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
d) State Govt(s)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
e) Venture Capital Funds	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
f) Insurance Companies	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
g) FIs	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
h) Foreign Venture Capital Funds	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
i) Others (specify)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sub-total (B)(1):-	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	31863	513	32376	1.08	31863	513	32376	1.08	Nil
ii) Overseas	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	50149	125479	175628	5.83	54019	122008	176027	5.85	0.013
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	Nil	399073	399073	13.25	Nil	399073	399073	13.25	Nil
c) Others									
i. NRI	Nil	178011	178011	5.91	Nil	178011	178011	5.91	Nil
ii. HUF	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Clearing Members	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Clearing House Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sub-Total (B)(2)	82012	703076	785088	26.07	85882	699605	785487	26.09	0.013
Total Public Shareholding (B)= (B)(1)+ (B)(2)	82012	703076	785088	26.07	85882	699605	785487	26.09	0.013
C. Shares held by Custodian for GDRs & ADRs	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Grand Total (A+B+C)	1308212	1702716	3010928	100	1311683	1699245	3010928	100	Nil

ii) Shareholding of Promoter-

S. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged/encumbered to total shares	
1.	Sumit Nanda	1764831	58.61	Nil	1764432	58.60	Nil	-0.013
2.	Shikha Nanda	207675	6.90	Nil	207675	6.90	Nil	Nil
3.	H C Nanda	156893	5.21	Nil	156893	5.21	Nil	Nil
4.	Meeta Juneja	1	0.00	Nil	1	0.00	Nil	Nil
5.	Puneet Nanda	82401	2.74	Nil	82401	2.74	Nil	Nil
6.	Anish Nanda	4034	0.13	Nil	4034	0.13	Nil	Nil
7.	Neelam Nanda	5	0.00	Nil	5	0.00	Nil	Nil
8.	Nalini Nanda	5	0.00	Nil	5	0.00	Nil	Nil
9.	Sunehari Exports Limited	9994	0.33	Nil	9994	0.33	Nil	Nil
10.	DVA Technologies Pvt Ltd	1	0.00	Nil	1	0.00	Nil	Nil

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

S. No.	Name of Share holder	Shareholding at the beginning of the year 01.04.2014/ end of the year (31.03.2015)		Date	Increase/(Decrease) in Shareholding	Reason	Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company				No. of shares	% of total shares of the company
1.	Sumit Nanda	1764831	58.61	05.12.2014	(228)	Share Transfer	1764603	58.61
				16.12.2014	(171)	Share Transfer	1764432	58.60

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

S. No.	Name of Share holder	Shareholding at the beginning of the year 01.04.2014/ end of the year (31.03.2015)		Date	Increase/(Decrease) in Shareholding	Reason	Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company				No. of shares	% of total shares of the company
1.	Growmax Investments Ltd	170829	5.674	31.03.2014	-	-	-	-
		170829	5.674	31.03.2015	-	-	-	-
2.	VIC Enterprises Pvt Ltd	31350	1.041	31.03.2014	-	-	-	-
		31350	1.041	31.03.2015	-	-	-	-
3.	PreetiBreja	19950	0.663	31.03.2014	-	-	-	-
		19950	0.663	31.03.2015	-	-	-	-



SUNEHARI EXPORTS (HARIDWAR) LTD.

S. No.	Name of Share holder	Shareholding at the beginning of the year 01.04.2014/ end of the year (31.03.2015)		Date	Increase/(Decrease) in Shareholding	Reason	Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company				No. of shares	% of total shares of the company
4.	Praveen Breja	19950	0.663	31.03.2014	-	-	-	-
		19950	0.663	31.03.2015	-	-	-	-
5.	Aman Gulati	19674	0.653	31.03.2014	-	-	-	-
		19674	0.653	31.03.2015	-	-	-	-
6.	Arvind Anand	19665	0.653	31.03.2014	-	-	-	-
		19665	0.653	31.03.2015	-	-	-	-
7.	Ajay Gulati	19665	0.653	31.03.2014	-	-	-	-
		19665	0.653	31.03.2015	-	-	-	-
8.	Anubha Gulati	19665	0.653	31.03.2014	-	-	-	-
		19665	0.653	31.03.2015	-	-	-	-
9.	Bhagi Chandra	19380	0.644	31.03.2014	-	-	-	-
		19380	0.644	31.03.2015	-	-	-	-
10.	Bunty Chandra	19380	0.644	31.03.2014	-	-	-	-
		19380	0.644	31.03.2015	-	-	-	-

v) Shareholding of Directors and Key Managerial Personnel:

S. No.	Shareholding of each Directors and each key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Sumit Nanda				
	At the beginning of the year	1764831	58.61	1764831	58.61
	05.12.2014 - Sale of Shares	(228)	(0.007)	1764603	58.61
	16.12.2014 - Sale of Shares	(171)	(0.006)	1764432	58.60
	At the end of the year	1764432	58.60	1764432	58.60
2.	Harish Chander Nanda				
	At the beginning of the year	156893	5.21	156893	5.21
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	Nil	Nil	Nil	Nil
	At the end of the year	156893	5.21	156893	5.21

S. No.	Shareholding of each Directors and each key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
3.	Arjun Lamba				
	At the beginning of the year	Nil	Nil	Nil	Nil
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	Nil	Nil	Nil	Nil
	At the end of the year	Nil	Nil	Nil	Nil
4.	Ankur Anand				
	At the beginning of the year	15818	0.53	15818	0.53
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	Nil	Nil	Nil	Nil
	At the end of the year	15818	0.53	15818	0.53
5.	Shikha Nanda				
	At the beginning of the year	207675	6.90	207675	6.90
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	Nil	Nil	Nil	Nil
	At the end of the year	207675	6.90	207675	6.90

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not Due	-	-	-	-
Total (i+ii+iii)	-	-	-	-
Change in Indebtedness during the financial year				
• Addition	-	-	-	-
• Reduction	-	-	-	-
Net Change	-	-	-	-
Indebtedness at the end of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-



SUNEHARI EXPORTS (HARIDWAR) LTD.

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

S. No.	Particulars of Remuneration	Name of MD/WTD/ Manager			Total Amount
1	Gross salary	Nil	Nil	Nil	Nil
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Nil	Nil	Nil	Nil
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	Nil	Nil	Nil	Nil
2	Stock Option	Nil	Nil	Nil	Nil
3	Sweat Equity	Nil	Nil	Nil	Nil
4	Commission	Nil	Nil	Nil	Nil
	- as % of profit				
	- others, specify...				
5	Others, please specify	Nil	Nil	Nil	Nil
	Total (A)	Nil	Nil	Nil	Nil
	Ceiling as per the Act				

B. Remuneration to other directors

S. No.	Particulars of Remuneration	Name of Directors					Total Amount
		Sumit Nanda	H.C. Nanda	Ankur Anand	Arjun Lamba	Shikha Nanda	
1	Independent Directors						
	• Fee for attending board committee meetings	Nil	Nil	Nil	Nil	Nil	Nil
	• Commission	Nil	Nil	Nil	Nil	Nil	Nil
	• Others, please specify	Nil	Nil	Nil	Nil	Nil	Nil
	Total (1)	Nil	Nil	Nil	Nil	Nil	Nil
2	Other Non-Executive Directors						
	• Fee for attending board committee meetings	Nil	Nil	Nil	Nil	Nil	Nil
	• Commission	Nil	Nil	Nil	Nil	Nil	Nil
	• Others, please specify	Nil	Nil	Nil	Nil	Nil	Nil
	Total (2)	Nil	Nil	Nil	Nil	Nil	Nil
	Total (B)=(1+2)	Nil	Nil	Nil	Nil	Nil	Nil
	Total Managerial Remuneration	Nil	Nil	Nil	Nil	Nil	Nil
	Overall Ceiling as per the Act	Nil					

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

S. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Nil	Nil	Nil	Nil
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Nil	Nil	Nil	Nil
2	Stock Option	Nil	Nil	Nil	Nil
3	Sweat Equity	Nil	Nil	Nil	Nil
4	Commission				
	- as % of profit	Nil	Nil	Nil	Nil
	others, specify	Nil	Nil	Nil	Nil
5	Others, please specify	Nil	Nil	Nil	Nil
	Total	Nil	Nil	Nil	Nil

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NIL

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
B. DIRECTORS					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
C. OTHER OFFICERS IN DEFAULT					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL



REPORT ON CORPORATE GOVERNANCE

Corporate Governance refers to the set of systems, principles and processes by which a company is governed. They provide the guidelines as to how the company can be directed or controlled so as to fulfill its goal and objectives in a manner that adds to the value of the company and benefit to all stakeholders in the long term. Stakeholders in this case would include everyone ranging from the Board of Directors, management, shareholders to customers, suppliers, financiers, employees and society at large. Strong and improved Corporate Governance practices are indispensable in today's competitive world and complex economy.

Sunehari Exports (Haridwar) Limited looks at Corporate Governance requirements as an integral part of business strategy which contributes to business growth in ethical perspective. Besides complying with the prescribed corporate practices as per Clause 49 of the Listing Agreement, the Company has voluntarily adopted various practices of governance in terms of highest ethical and responsible standard of business, globally bench marked.

This chapter, along with the chapters on Management Discussion and Analysis and Additional Shareholders Information, reports Sunehari Exports (Haridwar) Limited compliance with Clause 49 of Listing Agreement highlighting the additional initiatives taken in line with international best practices.

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Our Company's philosophy on Corporate Governance envisages attainment of highest levels of accountability, transparency, responsibility and fairness in all aspects of its operations. Our business culture and practices are founded upon a common set of values that govern our relationships with customers, employees, shareholders, suppliers and the communities in which we operate. The Company believes that all its actions must serve the underlying goal of enhancing overall shareholder value on a sustained basis.

The Company is conscious of its responsibility as a good corporate citizen. The Company values transparency, professionalism and accountability.

2. BOARD OF DIRECTORS

The Company maintains an optimum combination of Executive, Non-Executive and Independent Directors. The Board consists of total Total (4) directors on 31st March 2015. Mr Harish Chander Nanda is the Director, and three (3) Non-Executive Independent Director including one (1) Woman Director.

None of the Directors on the Company's Board is a Member of more than ten Committees and Chairman of more than five Committees across all the companies in which he is a Director.

Following is the list of Directors and other details as on 31st March, 2015:

Name of the Director & Designation	Category	No. of positions held in other Public Companies ¹		
		Board	Committee	
			Membership	Chairmanship
Harish Chander Nanda, Director	Non-Executive Promotor Director	Nil	Nil	Nil
Ankur Anand, Director	Non-Executive Independent	1	Nil	Nil
Arjun Lamba, Director	Non-Executive Independent	1	Nil	Nil
Shikha Nanda, Director	Promoter Non-Executive	1	Nil	Nil

¹Excludes directorships in Associations, Private, Foreign and Section 25 companies.

Directors' Attendance Record

During the period 01.04.2014 to 31.03.2015, 10 (Ten) meetings of the Board of Directors were held on 30.05.2014, 17.06.2014, 18.06.2014, 14.08.2014, 14.11.2014, 14.01.2015, 15.01.2015, 13.02.2015, 12.03.2015 and 13.03.2015. The Board was supplied with all relevant information and supporting papers, which were required, to transact the business specified in the agenda of Board Meetings held. The intervening period between the Board Meetings was well within the maximum time gap of four months as prescribed in Clause 49 of the Listing Agreement. Details of attendance of Directors in the Board meeting during this period are as under:

Name of the Director	No. of Board Meeting	Attendance at the Board Meeting	Whether attended Last AGM
Sumit Nanda®	9	6	No
Harish Chander Nanda	10	10	Yes
Ankur Anand	10	10	Yes
Arjun Lamba	10	10	Yes

@Resigned w.e.f. 13th March, 2015

3. DISCLOSURE REGARDING APPOINTMENT & RE-APPOINTMENT OF DIRECTORS IN THE ENSUING AGM

Brief particulars of Directors who are appointed/re-appointed in this AGM are as follows:

Particulars	Shikha Nanda
DIN	00095106
Father's Name	Shri Chander Prakash
Date of Birth	05.08.1974
Address	D-201, Defence Colony, New Delhi- 110024
Designation	Director
Education	MBA
Experience	More than 20 years' experience Businessman
Companies in which holds Directorship*	1. Dr. Fresh Commercial Land Development Pvt Ltd 2. Dr Fresh Assets Ltd 3. Start Ega Health Services Pvt. Ltd. (Formerly S3 Real Estate Pvt. Ltd.)
Companies in which holds membership of committees*	Nil
Shareholding in the Company (No. & %)	207675 (6.90%)

* excludes Directorships in Associations, Foreign and Section 25 companies.

4. COMMITTEES OF BOARD OF DIRECTORS

SUNEHARI EXPORTS (HARIDWAR) LTD has Two Board level Committees:

- a) Audit Committee
- b) Stakeholders Relationship Committee

The Board is responsible for constituting, assigning, co-opting and fixing the terms of reference for members of various Committees. Details on the role and composition of these Committees, including the number of meetings held during the financial year and the related attendance, are provided below.

I. AUDIT COMMITTEE

Composition

As on 31st March, 2015, the Audit Committee of the Company comprises the following directors:

1. Mr Ankur Anand - Chairman (Independent Director)
2. Mr Harish Chander Nanda– Member (Promoter Director)
3. Mr Arjun Lamba - Member (Independent Director)



Meetings & Attendance

During the financial year 2014-15 the Audit Committee held 4 (four) meetings on 30.05.2014, 14.08.2014, 14.11.2014 and 13.02.2015. The intervening period between the Audit Committee Meetings was well within the maximum time gap of four months as prescribed in Clause 49 of the Listing Agreement. Details of attendance of members in the Audit Committee meeting during this period are as under:

Name of the Director	Category	No. of Audit Committee Meeting	Attendance at the Audit Committee
Mr Ankur Anand	Independent Director	4	4
Mr Harish Chander Nanda	Promoter Director	4	4
Mr Arjun Lamba	Independent Director	4	4

Role and Power of Audit Committee

All members of the Audit Committee have accounting and financial management expertise. The Chairman of the Committee attended the Annual General Meeting (AGM) held on September 30, 2014 to answer shareholders' queries. The Audit Committee shall have the authority to investigate into any matter that may be prescribed and the matters listed below and for this purpose the Audit Committee shall have full access to information contained in the records of the Company and external professional advice, if necessary:

- To review the Company's financial reporting process and ensure that the financial statements give a true and fair view of the affairs of the Company.
- To review the Company's audit procedures and techniques.
- To review with the management, external and internal procedures and the adequacy of internal control systems.
- To review the quarterly and annual financial statements and submit the same to the Board.
- Any other matter that may be delegated by the Board from time to time.

II. STAKEHOLDERS RELATIONSHIP COMMITTEE

Composition

As on 31st March, 2015, the Stakeholders Relationship Committee consists of three Directors, the Chairman being non-executive:

- Mr Arjun Lamba - Chairman (Independent Director)
- Mr Harish Chander Nanda – Member (Promoter Director)
- Mr Ankur Anand- Member (Independent Director)

Attendance

During the period 01.04.2014 to 31.03.2015, 1 (One) meetings of the Stakeholders Relationship Committee were held on 14.08.2014. The Committee was supplied with all relevant information and supporting papers, which were required, to transact the business specified in the agenda of Meeting held.

Name of the Director	Category	No of Stakeholders Relationship Committee Meeting	Attendance at the Stakeholders Relationship Committee Meeting
Mr Ankur Anand	Chairman (Independent Director)	1	1
Mr Sumit Nanda*	Member (Promoter Director)	1	1
Mr Arjun Lamba	Member (Independent Director)	1	1

* Ceased as Director w.e.f. March 13, 2015

The Committee was constituted to look into redressing the shareholders and investors' complaints and to expedite the process of redressal of complaints like transfer of shares, non-receipt of balance sheet, non-receipt of declared dividends etc.

Investor Grievance Redressal

During the year 2014-15, the Company had not received any investors' complaint from the shareholders.

5. GENERAL BODY MEETINGS

A. Particulars of past three Annual General Meetings of the Company:

Year	Date	Venue	Time	No. of Special Resolution(s) passed
29.09.2012	2011-12	11, Hindi Bhawan, ITO, Delhi- 110002	04.45 PM	Nil
28.09.2013	2012-13	11, Hindi Bhawan, ITO, Delhi- 110002	11.45 AM	Nil
30.09.2014	2013-14	Jawaharlal Nehru National Youth Centre, 219, Deendayal Upadhyaya Marg, New Delhi- 110002	11.00 AM	2

Special Resolution passed during the last three Annual General Meetings.

Date	Year	Business passed
30.09.2014	2013-14	<ul style="list-style-type: none"> • Authorisation to Board u/s 180(1)(a) • Authorisation to Board u/s 180(1)(c)

All resolutions moved at the last three Annual General Meeting were passed by a show of hands by the requisite majority of members attending the meeting.

No resolution was put through Postal Ballot in the last year and there is no resolution, which is required to be passed by Postal Ballot.

6. SUBSIDIARY COMPANIES

The Company does not have any Subsidiary Company.

7. DISCLOSURES

(a) Related Party Transactions

There are no materially significant related party transactions 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. The other related party transactions are given in Point no. 28 of Notes on Accounts annexed to and forming the part of Balance Sheet and Profit and Loss Account of the Company.

(b) Non-compliance by the Company, Penalties, Structures

There were no instances of non-compliance by the Company, penalties, structures imposed on the Company by the Stock Exchange or SEBI or any statutory authority on any matter related to capital markets during the last three years.

(c) Non mandatory requirements

The Company proposes to adopt the non-mandatory requirements given in Annexure-ID of Clause 49 of the listing agreement in due course of time.

8. CODE OF CONDUCT

The Board has formulated a code of conduct for the Board members and senior management of the Company. The same has also been posted on the website of the Company. All Board members and senior management personnel have affirmed their compliance with the code.

Declaration on compliance with code of conduct by the Chairman and the Managing Director:



SUNEHARI EXPORTS (HARIDWAR) LTD.

The Board has formulated a code of conduct for the Board members and senior management of the Company, which has been posted on the website of the Company – www.sunehari.com

It is hereby affirmed that all the Directors and senior management personnel have complied with the code of conduct framed by the Company and a confirmation to that effect has been obtained from the directors and senior management.

Harish Chander Nanda

DIN: 00095132

Director

Address: D-201, Defence Colony
New Delhi- 110024

Ankur Anand

DIN: 00506761

Director

Address: A-135, Shivalik Enclave
New Delhi- 110017

9. MEANS OF COMMUNICATION

- a) At present quarterly/ half-yearly reports are not being sent to each household of shareholders.
- b) **The Quarterly / half-yearly / Annual Accounts results:** The Company's quarterly results are published in 'Pioneer' (English) and 'Pioneer' (Hindi), and are displayed on its website (www.sunehari.com)
- c) **Website:** The Company's website (www.sunehari.com) contains a separate dedicated section 'Investor Relations' where shareholders' information is available.
- d) **Annual Report:** The Annual Report containing, inter alia, Audited Annual Accounts, Financial Statements, Directors' Report, Auditors' Report and other important information is circulated to members and others entitled thereto. The Management's Discussion and Analysis (MD&A) Report forms part of the Annual Report and is displayed on the Company's website (www.sunehari.com).
- e) **SEBI Complaints Redress System (SCORES):** The investor complaints are processed in a centralized web-based complaints redress system. The salient features of this system are: Centralized database of all complaints, online upload of Action Taken Reports (ATRs) by concerned companies and online viewing by investors of actions taken on the complaint and its current status.

10. GENERAL SHAREHOLDERS INFORMATION

i) Annual General Meeting

Date & Time	Wednesday, 30th September, 2015 at 12.15 PM
Venue	Jawaharlal Nehru National Youth Centre, 219, Deendayal Upadhyaya Marg, New Delhi -110002
Date of Book Closure	Thursday, 24th September, 2015 to Wednesday, 30th September, 2015
Dividend Payment Date	NA

ii) Financial Calendar

The compliance under listing agreement are no more required as both the stock exchanges were shifted to the Dissemination Board.

iii) Listing on Stock Exchanges

The equity shares of the Company are listed on the following Stock Exchanges:

Delhi Stock Exchange Ltd (DSE)

DSE House 3/1 Asaf Ali Road New Delhi-110002

Phone No: (011)-4647 0000

Fax: (011)- 4647 0053 & 4647 0054

Email: contact@dseindia.org.in

Website: www.dseindia.org.in

OTC Exchange of India (OTCEI)

92, Maker Towers “F”
Cuffe Parade, Mumbai 400 005 Maharashtra
Phone: (022) - 67480800
Fax: (022) – 67480831/67480832
Email: investor@otcei.net
Website: www.otcei.net

Note: Both the stock exchanges were shifted to the Dissemination Board.

- iv) **Market Price Data:** Presently there is no trading of securities on the OTCEI and DSE.
- v) **Registrar and Transfer Agents:** MAS Services Ltd is the Registrar and Share Transfer Agent for the shares of the Company in both physical as well as electronic modes. Securities lodged for transfer at the Registrar’s address or at the Company’s Registered Office, are normally processed within 15 days from the date of lodgment, if the documents are clear in all respects. All requests for dematerialization of securities are processed and the confirmation is given to the depositories within 15 days. Senior Executives of the Company are empowered to approve transfer of shares and debentures and other investor related matters. Grievances received from investors and other miscellaneous correspondence on change of address, mandates, etc. are processed by the Registrars within 15 days.

Members are requested to correspond with the Company’s Registrar and Transfer Agents M/s MAS Services Limited quoting their folio no. at the following address:

M/s MAS Services Limited,
T-34, 2nd Floor, Okhla Industrial Area, Phase- II,
New Delhi- 110020
Telephone No: 011- 26387281/82/83
Fax No: 011-26387384
E-Mail: mas_serv@yahoo.com

- vi) **Reconciliation of Share Capital and Certificate under Clause 47(c) of Listing Agreement**
- A qualified practicing Company Secretary carried out a Secretarial Audit to reconcile the total admitted capital with NSDL and CDSL and the total issued and listed capital. The audit confirms that the total issued/paid up capital is in agreement with the aggregate of the total number of shares in physical form and the total number of shares in dematerialized form (held with NSDL and CDSL).
 - Pursuant to Clause 47(c) of the Listing Agreement with the Stock Exchanges, certificates, on half yearly basis, have been issued by a Company Secretary in Practice for due compliance of share transfer formalities by the Company.

- vii) **Shareholding Pattern:** Shareholding Pattern of the Company as on 31st March, 2015 is given below:-

Category of Shareholder	No. of Shares	%age of Shareholding
Promoters		
a) Individuals / Hindu Undivided Family	22,15,446.00	73.58
b) Bodies Corporate	9,995.00	0.33
Total (A)	22,25,441.00	73.91
Public Shareholding (Non Institution)		
a) Banks/Financial Institution	Nil	Nil
b) Bodies Corporate	32,376.00	1.08
c) Individuals	5,75,100.00	19.10
d) Hindu Undivided Family	Nil	Nil



SUNEHARI EXPORTS (HARIDWAR) LTD.

Category of Shareholder	No. of Shares	%age of Shareholding
e) NRI/OCB's	1,78,011.00	5.91
f) Clearing Member/ House	Nil	Nil
Total (B)	7,85,487.00	26.09
Grand Total (A+B)	30,10,928.00	100.00

viii) **Distribution of Shareholding:** Distribution of Shareholding of the Company as on 31st March, 2015 is as following:

No of Shares holders	% to Total	Share holding of nominal value of rs	No. of Shares	Amount in Rs.	%age to Total
440	72.727	1 TO 5000	34235	342350	1.137
88	14.545	5001 TO 10000	55119	551190	1.831
34	5.62	10001 TO 20000	43144	431440	1.433
6	0.992	20001 TO 30000	14136	141360	0.469
5	0.826	30001 TO 40000	15675	156750	0.521
2	0.331	40001 TO 50000	8822	88220	0.293
3	0.496	50001 TO 100000	27144	271440	0.902
27	4.463	100001 AND ABOVE	2812653	28126530	93.415
605	100	Total	3010928	30109280	100

- ix) **Dematerialization of Shares:** The shares of the Company are in dematerialized segment and are available for trading in depository system of both National Securities Depository Limited and Central Depository Services (India) Limited. As on 31st March 2015 about 43.56% (previous year-43.45%) of the Company's equity paid-up capital had been dematerialized. Trading in equity shares of the Company at the Stock Exchange is permitted compulsorily in demat mode.
- x) There are no outstanding GDRs/ ADRs/ Warrants or any Convertible other Instruments as on the date.
- xi) **Address for Correspondence:** The shareholders may send their communication grievances/ queries to the Registrar and Share Transfer Agents at their Address mentioned above or to the Company at its Corporate Office:

B 1/E-24, Mohan Co-operative Industrial Area, Mathura Road,
New Delhi- 110044
Phone: 011-41679238,
Fax No. 011-26940969
E-mail: sunehari@sunehari.com

CEO/CFO CERTIFICATION

We, Harish Chander Nanda, Director responsible for the finance function certify that:

- (a) We have reviewed financial statements and the cash flow statement for the year ended 31st March, 2015 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) 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 they have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and they have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they 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 they 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.

Harish Chander Nanda

DIN: 00095132

Director

Address: D-201, Defence Colony,
New Delhi- 110024

Date : 13.08.2015

Place : New Delhi

COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE

To

The Members of

M/s Sunehari Exports (Haridwar) Limited

We have examined the compliance of conditions of Corporate Governance by **Sunehari Exports (Haridwar) Limited**, for the year ended on 31st March, 2015, as stipulated in Clause 49 of the Listing Agreement of the said company with Stock Exchange.

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

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

We 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.

For **R&D**

Company Secretaries

Debabrata Deb Nath

Partner

FCS: 7775; CP: 8612

Date : 13th August, 2015

Place: New Delhi



Management Discussion and Analysis Report

Cautionary Statement

The management Discussion and Analysis Report may contain certain statements that might be considered forward looking. These statements are subject to certain risks and uncertainties. Actual results may differ materially from those expressed in the statement as important factors could influence Company's operations such as Government policies, economic development, political factors and such other factors beyond the control of the Company.

Overview

Sunehari Exports (Haridwar) Limited is doing the business of manufacturing oral care products and providing healthcare services.

Business Overview

The main objects of the Company as per the Memorandum of Association is to carry on the business of import, export, sale, purchase, trade, to do job work or otherwise deal in, toothbrush, dental floss, teeth whitener, tooth paste, tongue cleaner, mouth freshner, mouth wash and all types of dental care, oral care & personal hygiene products and to deal in all kind of raw material and other inputs & plant & machineries used therein.

After the demerger as per the Scheme, the Haridwar Unit of the Transferee Company has been demerged into the Resultant Company – Sunehari Export (Haridwar) Ltd. Post demerger, the Company is engaged in the business of manufacturing of tooth brush and other dental care products.

Industry Overview

In India, oral care market offers huge potential as penetration and per capita consumption of oral care products is very low. However, rising per capita income and increasing awareness is driving demand of oral care products. Consumers have started switching to value-added toothpastes like gels, mouth washes, and teeth whitening products. In rural areas, consumers are switching from toothpowders to toothpastes. A key industry trend is the move towards natural products comprising of herbs, vitamins and minerals. The toothbrush has changed to fit the times. When we look at the data of industries survey its easier to understand that toothbrush industry is growing like never before there has been an increase in the sales of Toothbrushes and dental accessories in comparison to the previous records, Toothbrush market segmentation has increased significantly in the last few years, 10 years ago the most expensive toothbrush was priced at Rs. 10/-. Today, a toothbrush cost anywhere between Rs.10/- to Rs.990/- There are toothbrushes targeted at children, special core

for gum, flexible heads and specialized propositions such as toothbrush with bristles which signal when the brush is to be replaced.

With an improvement in the lifestyle of the Indian consumer, healthy living will be a priority which will create an immense opportunity for oral care sector. The branded oral care market is expected to grow at a high rate of growth, which will not only spur the demand for oral care products but will drive demand towards branded and organized oral care players.

Opportunities & Threats

The new age Indian consumer is better educated about oral health care needs and the market is full of dental products to ensure dental health. The organized retail potential which is creating the huge consumption opportunity is by far the biggest Opportunity for companies like us. With the aspirational and rich class in India having a better penetration, our brand led growth will help the company in both the immediate and long run. Also, with the rural India being revisited by marketers through the modern retail (haat) philosophy, the opportunity is huge.

Competition from Indian and global players remain a matter of concern and probable threat; while the company is well prepared to tackle such issues on an ongoing basis.

Risks & Concern

To good hold in this sector the company has to be updated on latest technical and market trend. Increased competition any may reduce market share and/or revenue.

Human resource / Industrial relations

The Company recognizes the importance and contribution of its human resources for its growth and development and is committed to the development of its people.

The Company has cordial relations with employees and staff. There are no industrial relations problems during the year and the Company does not anticipate any material problems on this count in the current year.

The management is also committed to help the employees and workers to sharpen their skills and to improve their knowledge base for which continuous efforts are made on training and development.

Internal Control Systems and Adequacy

The Company has established internal control systems for ensuring optimum use of resources and safeguarding the assets. The Internal Control Systems and procedure are adequate and commensurate with the size of the Company. These business control procedures ensure efficient use and protection of the resources and compliance with the policies, procedures and status.

(source: fdiworlddental.org)

Product wish performance

Presently the Company has been dealing in Toothbrushes and other oral care productes. The details of this business segment is as follows:

Product	Sales			
	Current Year (2014-15)		Previous Year (2013-14)	
	Quantity (PCS)	Value(Rs in Lacs)	Quantity (PCS)	Value(Rs in Lacs)
Toothbrush	4,000	14,400	15,696	27,864



Independent Auditors' Report

To
The Members of
SUNEHARI EXPORTS (HARIDWAR) LTD.

Report on the Financial Statements

We have audited the accompanying financial statements of **SUNEHARI EXPORTS (HARIDWAR) LTD.** ("the Company") which comprise the Balance Sheet as at 31 March 2015, the Statement of Profit and Loss and Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act.

Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

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

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2015, and its loss and its cash flows for the year ended on that date.

Emphasis of Matters

Report on Other Legal and Regulatory requirements

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

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

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

- c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors as on 31st March, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) In our opinion, the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls are adequate.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- The Company has disclosed the impact of pending litigations on its financial position in its financial statements.
 - The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
 - There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
- For B.K.Shroff & Co.**
Chartered Accountants
Registration No. : 302166E
- Place: New Delhi
Date: 30.05.2015
- Partner
Membership Number :90378
- Annexure referred to in paragraph (1) under the heading of "Report on Other Legal and Regulatory requirements" of our report of even date**
- The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
 - All the fixed assets have been physically verified by the management according to a regular program, which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. No material discrepancies with respect to book records were noticed on such verification.
 - Physical verification of inventory (except material in transit) has been conducted by the management at reasonable intervals. In our opinion, the frequency of verification is reasonable.
 - The procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the company and nature of its business.
 - The company is maintaining proper records of inventory. Discrepancies noticed on verification of inventory as compared to book records were not material.
 - The company has not granted any loans, secured or unsecured to companies firms or other parties covered in the register maintained under section 189 of the Act and as such clauses (iii) (a) and (b), of the Order are not applicable to the company.
 - In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business for the purchase of inventory and fixed assets and for sale of goods and services. During the course of our audit, no major weakness has been noticed in the internal control system.
 - According to the information and explanation given to us, the company has not accepted any deposit from the public. Therefore, the provisions of clause (v) of the order are not applicable to the Company.



SUNEHARI EXPORTS (HARIDWAR) LTD.

- (vi) The Central Government has not specified maintenance of cost records under sub section (1) of Section 148 of the Act in respect of products delth with by the company.
- (vii) (a) The company is generally regular in depositing with the appropriate authorities undisputed statutory dues including provident fund, employees state insurance, income tax, sales tax, wealth tax, service tax, duty of custom, duty of excise, value added tax, cess and any other statutory dues applicable to it. According to the information and explanations given to us, no undisputed amounts payable in respect thereof were outstanding as at 31st March,2015 for a period of more than six months from the date they became payable.
- (b) According to information and explanations given to us no undisputed amounts payable in respect of income tax or Sales tax or wealth tax or service tax or duty of custom or duty of excise or value added tax or cess.
- (c) No amount was required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 and rules made there under.
- (viii) The accumulated lossess at the end of the financial year were not less than fifty percent of its not worth. The company has not incurred any cash losses during the financial year and in the immediately proceeding financial year.
- (ix) In our opinion and according to the information and explanations given to us, the company has not defaulted in repayment of dues to a financial institution or bank or debenture holders.
- (x) In our opinion, the company has not given guarantee for loans taken by others from banks or financial institutions.
- (xi) In our opinion, the term loans have been applied for the purposes for which they were obtained.
- (xii) According to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the course of our audit.

For **B.K.Shroff & Co.**
Chartered Accountants
Registration No. : 302166E

Place: New Delhi
Date: 30.05.2015

Partner
Membership Number :90378

BALANCE SHEET AS AT 31ST MARCH, 2015

Particulars	Note No.	As At	
		31.03.2015 ₹	As At 31.03.2014 ₹
EQUITY AND LIABILITIES:			
Shareholder's Funds:			
Share Capital	2	30509280.00	30509280.00
Reserves & Surplus	3	(21708367.63)	(19282609.34)
Non-Current Liabilities:			
Long Term Provisions	4	2577.00	3500.00
Current Liabilities:			
Trade Payables	5	1677443.79	1785786.00
Other Current Liabilities	6	37233102.29	35818765.29
Short Term Provisions	7	3.00	12.00
		38910549.08	37604563.29
		47714038.45	48834733.95
ASSETS:			
Non-Current Assets:			
Fixed Assets			
Tangible Assets	8	29999280.28	31141039.28
Intangible Assets	9	17280641.17	17280641.17
Deferred Tax Assets	10	-	-
Long Term Loans & Advances	11	85200.00	85200.00
Current Assets:			
Inventories	12	208420.00	212420.00
Cash & Bank Balances	13	136983.00	82826.00
Short Term Loans & Advances	14	308.00	12753.50
Other Current Assets	15	3206.00	19854.00
		348917.00	327853.50
		47714038.45	48834733.95

The notes from 1 to 28 form an integral part of these financial statements

As per our report of even date annexed

For **B.K. SHROFF & CO.**

Chartered Accountants

Firm Registration No: 302166E

Kavita Nangia

Partner

M. No. 90378

H.C. Nanda

Director

DIN-00095132

Ankur Anand

Director

DIN-00506761

Place : New Delhi

Dated : 30.05.2015



SUNEHARI EXPORTS (HARIDWAR) LTD.

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

	Note No.	Current year ₹	Previous Year ₹
REVENUE FROM OPERATIONS:			
Revenue from Operations	16	14400.00	46080.00
Other Income	17	6781.00	129716.00
		<u>21181.00</u>	<u>175796.00</u>
EXPENSES:			
Raw Material consumed	18	-	-
Changes in Inventories	19	4000.00	27840.00
Employee Benefits Expenses	20	180046.00	162282.00
Finance Costs	21	373483.29	281396.00
Depreciation	8	937706.00	828264.00
Other expenses	22	1036293.75	2094975.75
		<u>2531529.04</u>	<u>3394757.75</u>
(Loss)/ Profit for the year before Taxation		(2510348.04)	(3218961.75)
Less: Impairment Loss		-	1215000.00
Add: Loss on Impairment written back	8	105926.75	34653.50
(Loss)/ Profit for the year before Taxation		(2404421.29)	(4399308.25)
Tax Expenses			
Current Tax (including interest)		271.00	619.00
Deferred Tax	10	-	619.00
(Loss)/ Profit after Taxation		(2404692.29)	(4399927.25)
Earning Par Share			
Basic & Diluted	23	(0.80)	(1.46)

The notes from 1 to 28 form an integral part of these financial statements

As per our report of even date annexed

For **B.K. SHROFF & CO.**

Chartered Accountants

Firm Registration No: 302166E

Kavita Nangia

Partner

M. No. 90378

H.C. Nanda

Director

DIN-00095132

Ankur Anand

Director

DIN-00506761

Place : New Delhi

Dated : 30.05.2015

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

	Current year ₹	Previous Year ₹
A. Net Profit before Tax and after extraordinary item	(2404421.29)	(4399308.25)
Adjustment for		
Interest income	(5849.00)	(5002.00)
Depreciation	937706.00	828264.00
Miscellaneous expenditure written off	-	3632.00
Provision for Employees Benefits	(932.00)	3260.00
Provision for Doubtful Advances	-	1184561.00
Impairment Loss	-	1215000.00
Impairment Loss Written back	(105926.75)	(34653.50)
Interest / Finance charges	373483.29	281396.00
Loss/(Profit) on sale of fixed assets (net)	169089.75	4057.50
Operating Profit before change in working capital	(1036850.00)	(918793.25)
Adjustment for working capital changes		
Inventories	4000.00	33728.75
Trade & other receivables	12445.50	(726.50)
Trade & other payables	1305994.79	1054128.00
Net Cash inflow from operating activities	285590.29	168337.00
Interest/Finance charges paid	(373754.29)	(282015.00)
Net Cash inflow/(out flow) from operating activities	(88164.00)	(113678.00)
B. Cash flow from investing activities		
Sale of Fixed Assets	119824.00	59406.00
Interest received	22497.00	-
Net Cash used in investing activities	142321.00	59406.00
C. Cash flow from financing activities		
Proceeds from issue of share capital & premium	-	-
Proceeds From / (Repayment) of unsecured loans	-	-
Net cash inflow/(out flow) from financing activities	-	-
Net increase/(decrease) in cash & cash equivalents	54157.00	(54272.00)
Add :		
Cash & Cash equivalents (opening balance)	82826.00	137098.00
Cash & Cash equivalents (closing balance)	136983.00	82826.00

Note: Brackets represent cash outflow

* Including Capital advance

The notes from 1 to 28 form an integral part of these financial statements

As per our report of even date annexed

For **B.K. SHROFF & CO.**

Chartered Accountants

Firm Registration No: 302166E

Kavita Nangia

Partner

M. No. 90378

Place : New Delhi

Dated : 30.05.2015

H.C. Nanda

Director

DIN-00095132

Ankur Anand

Director

DIN-00506761



1 SIGNIFICANT ACCOUNTING POLICIES

A. Basis of preparation of Financial Statements

The accounts are prepared under the historical cost convention using the accrual method of accounting unless otherwise stated thereafter. Accounting policies not specifically referred to are consistent with generally accepted principles.

B. Fixed Assets

- (a) Fixed Assets are stated at cost of acquisition inclusive of inward freight, duties and taxes and incidental expenses relating to acquisition and is net of Modvat/cenvat wherever applicable. In respect of project involving construction, related preoperational expenses are capitalised and form part of the value of assets capitalised. Fixed assets other than leasehold land, acquired on lease are not treated as assets of the company and lease rentals are charged as revenue expense. Plot at Uttaranchal is under 90-year lease; premium on allotment of land is capitalized. Lease rent is expensed on accrual basis.
- (b) Fixed assets acquired under hire purchase scheme are capitalized at their principal value and hire charges expensed.
- (c) Consideration is given at each balance sheet date to determine whether there is any indication of impairment of the carrying amount of the company's fixed assets. If any indication exists, an asset's recoverable amount is estimated. An impairment loss is recognized whenever the carrying amount of an asset exceeds its recoverable amount. Recoverable amount is the greater of the net selling price and its value in use.

C. Depreciation

Depreciation has been calculated on fixed assets on 'Straight Line Method' in accordance with schedule II of the Companies Act, 2013. Leasehold land is depreciated over Lease period.

D. Foreign Currency Transactions

- (a) Transactions denominated in foreign currencies are normally recorded at the exchange rate prevailing at the time of the transaction.
- (b) Items denominated in foreign currencies at the year-end and not covered by forward exchange contracts are translated at year-end rates.
- (c) Any income or expense on account of exchange rate difference either on settlement or on translation is recognised in the profit or loss account except in cases where they relate to the acquisition of fixed assets in which case they are restated at the rates ruling at the year end and exchange differences arising on such transactions are adjusted in the cost of the fixed assets.

E. Investments

Long-term investments are stated at cost of acquisition. Provision for diminution in the value of long-term investment is made only if such a decline is other than temporary in the opinion of management.

F. Inventories

- (a) Inventories are valued at lower of cost or net realisable value except for waste. Cost is determined using First in First out (FIFO) formula.
- (b) Finished goods and stock in process include cost of conversion and other cost incurred in bringing the inventory to their present location and condition.
- (c) Scrap is valued at estimated realisable value.

G. Miscellaneous Expenditure

Preliminary expenses and share issue expenses are being proportionately written off over a period of ten years.

H. Revenue Recognition

Export sales are accounted for on the basis of the date of bill of lading/airway bill. Other sales are accounted for ex factory on despatch and are net of excise duty and cash discount.

I. Excise Duty

- (a) Provision for excise duty is made on waste & finished goods lying in bonded warehouse & meant for sale in domestic tariff area.
- (b) Modvat benefit accounted for by reducing the purchase cost of the material/ fixed assets.

J. Lease

Fixed assets taken on lease before 31.3.2001 are not treated as assets of the company and lease rentals are charged to Profit and Loss account in accordance with the term(s) of the lease(s). However, lease transactions entered/ to be entered into after 1.4.2001 shall be accounted for in accordance with Accounting Standard 19 on 'Leases' prescribed by the Institute of Chartered Accountants of India.

K. Income from Investment / Deposit

Income from investment / deposit is credited to revenue in the year in which it accrues. Income is stated in full with tax thereon being accounted for under income tax deducted at source.

L. Claims & benefits

Claims receivable and export benefits are accounted on accrual basis to the extent considered receivable.

M. Employees

- (a) Company's contribution to Provident Fund is charged to the Profit & Loss Account each year.
- (b) Provision for Gratuity & Leave Encashment is determined on the basis of actuarial valuation and debited to the Profit & Loss Account.
- (c) All employee benefits payable only within 12 months of rendering the service are classified as short-term employee benefits. Benefits such as salaries, wages etc. and the expected cost of bonus, exgratia, incentives are recognized in the period during which the employee renders the related service.

N. Borrowing costs

Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalized as a part of the cost of that asset. Other borrowing costs are recognized as an expense in the period in which they are incurred. Capitalization of borrowing costs ceases when substantially all activities necessary to prepare the qualifying asset for its intended use or sale are complete.

O. Taxation

- (a) Provision for taxation is based on assessable profit of the Company as defined under Income Tax Act, 1961.
- (b) Deferred taxation is provided using the liability method in respect of the taxation effect arising from all material timing differences between the accounting and tax treatment of income and expenditure which are expected with reasonable probability to crystallize in foreseeable future. Deferred tax benefits are recognized in the financial statements only to the extent of any deferred tax liability or when such benefits are reasonably expected to be realized in the near future.

P. Financial Derivatives Transactions

In respect of derivative contracts, premium paid gains / losses on settlement and provisions for losses for cash flow hedges are recognized in the Profit & Loss account.



Q. Forward Exchange Contracts not intended for trade or speculation purpose.

The premium or discount arising at the inception of forward exchange contracts is amortized as expense or income over the life of the contract. Exchange difference on such contracts are recognized in the statement of profit and loss in the year in which the exchange rates change except for difference in respect of liabilities incurred for acquiring fixed assets from a country outside India, in which case such difference is adjusted in the carrying amount of the respective fixed assets. Any profit or loss arising on cancellation or renewal of forward exchange contract is recognized as income or as expense for the year.

R. Contingent Liabilities

Contingent Liabilities as defined in Accounting Standard – 29 are disclosed by way of notes to accounts. Provision is made if it becomes probable that an outflow of future economic benefit will be required for an item previously dealt with as a Contingent Liability.

S. Events occurring after Balance Sheet date.

Events occurring after Balance sheet date have been considered in the preparation of financial statements.

T. Earning Per Share

- (a) Basic earning per share is calculated by dividing the net profit for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.
- (b) Diluted earning per share is calculated by dividing the net profit attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. (Adjusted for the effect of diluted option).

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

	Current Year		Previous Year	
		₹		₹
2 SHARE CAPITAL				
Authorised	No. of shares	Amount	No. of shares	Amount
Equity Shares of ₹ 10/- each				
At the beginning of the Period	3210000	32100000.00	3210000	32100000.00
Add: Additions during the Period	-	-	-	-
Less: Reduction during the Period	-	-	-	-
At the End of the Period	<u>3210000</u>	<u>32100000.00</u>	<u>3210000</u>	<u>32100000.00</u>
0.01% Compulsorily Redeemable Non Cumulative Preference Shares of ₹ 10/- each				
At the beginning of the Period	40000	400000.00	40000	400000.00
Add: Additions during the Period	-	-	-	-
Less: Reduction during the Period	-	-	-	-
At the End of the Period	<u>40000</u>	<u>400000.00</u>	<u>40000</u>	<u>400000.00</u>
Total Authorised Capital		<u>32500000.00</u>		<u>32500000.00</u>
Issued, Subscribed & Paid Up:				
Equity Shares of ₹ 10/- each				
At the beginning of the Period	3010928	30109280.00	3010928	30109280.00
Add: Additions during the Period	-	-	-	-
Less: Reduction during the Period	-	-	-	-
At the End of the Period	<u>3010928</u>	<u>30109280.00</u>	<u>3010928</u>	<u>30109280.00</u>
0.01% Compulsorily Redeemable Non Cumulative Preference Shares of ₹ 10/- each				
At the beginning of the Period	40000	400000.00	40000	400000.00
Add: Additions during the Period	-	-	-	-
Less: Reduction during the Period	-	-	-	-
At the End of the Period	<u>40000</u>	<u>400000.00</u>	<u>40000</u>	<u>400000.00</u>
Total Issued, Subscribed & Paid Up Capital		<u>30509280.00</u>		<u>30509280.00</u>

- (i) The company has one class of equity shares having a par value of ₹10 each per share. Each shareholder of equity share is entitled to one vote per share. The company declares and pays dividends in Indian rupees.
- (ii) In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.
- (iii) The 0.01% Compulsorily Redeemable Non Cumulative Preference Shares (CRNCPS) are redeemable within a period of 20 Years from the date of its issue with call option to the company.
- (iv) The Redemption price of CRNCPS shall be such amount as may be decided by the Board of Directors of the Company considering the book value, profitability (present and/or future) and other factors at the time of redemption.



SUNEHARI EXPORTS (HARIDWAR) LTD.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

	Current Year		Previous Year	
	₹		₹	
Details of shares held by each shareholder holding more than 5% shares:				
Class of shares/Name of shareholder	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
<u>Equity Shares with voting rights</u>				
Sumit Nanda	1764432	58.60%	1764831	58.61%
H.C.Nanda	158432	5.26%	158432	5.26%
Shikha Nanda	207675	6.90%	207675	6.90%
Growmax Investments Ltd.	170829	5.67%	170829	5.67%
<u>0.01% Compulsorily Redeemable Non Cumulative Preference Shares</u>				
Dr. Fresh Assets Ltd.	40000	100.00%	40000	100.00%

3 RESERVES & SURPLUS

Surplus

At the Beginning of the Period	(19282609.34)	(14882682.09)
Less: Depreciation for earlier years	21066.00	-
Additions during the Period	(2404692.29)	(4399927.25)
At the End of the Period	<u>(21708367.63)</u>	<u>(19282609.34)</u>
	<u>(21708367.63)</u>	<u>(19282609.34)</u>

Depreciation for earlier years amounting to ₹ 21066.00 has been debited to opening balance of profit and loss account, in case of assets where remaining useful life is Nil in compliance with Schedule II of the Companies Act, 2013.

4 LONG TERM PROVISIONS

Provision for Employees Benefits	2577.00	3500.00
	<u>2577.00</u>	<u>3500.00</u>

5 TRADE PAYABLES

Sundry Creditors	1621028.79	1729371.00
Advance against Orders	56415.00	56415.00
	<u>1677443.79</u>	<u>1785786.00</u>

The Company has not received the intimation from its vendors regarding the status under "The Micro Small and Medium Enterprises Development Act, 2006" and therefore disclosures under this act have not been given. The management does not envisage any material impact on the financials in this regard.

6 OTHER CURRENT LIABILITIES

From Associates	37129142.29	35660085.29
Other Liabilities	103960.00	158680.00
	<u>37233102.29</u>	<u>35818765.29</u>

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

	Current Year ₹	Previous Year ₹
7 SHORT TERM PROVISIONS		
Provision for Employees Benefits	3.00	12.00
	3.00	12.00

8 TANGIBLE ASSETS**Current Year**

Particulars	Leasehold Industrial Plot	Building at Haridwar	Plant & Machinery	Dies & Moulds	Furniture & Fixtures	Office Equipments	Computers	Total
Gross carrying amount as on 1 April 2014	9447456.28	17430033.00	13565530.00	1896576.12	18577.00	5500.00	65319.00	42428991.40
Additions during the period	-	-	-	-	-	-	-	-
Sales/ adjustments during the period	-	-	357400.00	-	-	-	-	357400.00
Gross carrying amount as on 31 March 2015	9447456.28	17430033.00	13208130.00	1896576.12	18577.00	5500.00	65319.00	42071591.40
Accumulated Depreciation as on 1 April 2014	703582.00	1064020.00	8073979.00	1393836.12	10636.00	913.00	40986.00	11287952.12
Depreciation for the period	99230.00	281718.00	449057.00	103724.00	1100.00	2877.00	-	937706.00
Depreciation for earlier years	-	-	-	-	-	-	21066.00	21066.00
Impairment written back during the year *	-	-	105926.75	-	-	-	-	105926.75
Impairment During the period	-	-	-	-	-	-	-	-
Sales/ adjustments during the period	-	-	68486.25	-	-	-	-	68486.25
Accumulated Depreciation as on 31 March 2015	802812.00	1345738.00	8348623.00	1497560.12	11736.00	3790.00	62052.00	12072311.12
Net carrying amount as on 31 March 2015	8644644.28	16084295.00	4859507.00	399016.00	6841.00	1710.00	3267.00	29999280.28

Previous Year

Particulars	Leasehold Industrial Plot	Building at Haridwar	Plant & Machinery	Dies & Moulds	Furniture & Fixtures	Office Equipments	Computers	Total
Gross carrying amount as on 1 April 2013	9447456.28	17430033.00	13667530.00	1896576.12	18577.00	5500.00	65319.00	42530991.40
Additions during the year	-	-	-	-	-	-	-	-
Sales/ adjustments during the year	-	-	102000.00	-	-	-	-	102000.00
Gross carrying amount as on 31 March 2014	9447456.28	17430033.00	13565530.00	1896576.12	18577.00	5500.00	65319.00	42428991.40
Accumulated Depreciation as on 1 April 2013	604352.00	779910.00	6596530.00	1296576.12	9460.00	652.00	30398.00	9317878.12
Depreciation for the year	99230.00	284110.00	335639.00	97260.00	1176.00	261.00	10588.00	828264.00
Impairment written back during the year	-	-	34653.50	-	-	-	-	34653.50
Impairment During the period	-	-	1215000.00	-	-	-	-	1215000.00
Sales/ adjustments during the year	-	-	38536.50	-	-	-	-	38536.50
Accumulated Depreciation as on 31 March 2014	703582.00	1064020.00	8073979.00	1393836.12	10636.00	913.00	40986.00	11287952.12
Net carrying amount as on 31 March 2014	8743874.28	16366013.00	5491551.00	502740.00	7941.00	4587.00	24333.00	31141039.28

(i) Effective 1st April 2014, the Company has revised the estimated useful life of its fixed assets on the basis of useful life specified in Schedule II of the Companies Act, 2013. The carrying amount as on 1st April 2014 is depreciated over the revised remaining useful life. As a result of which, the depreciation charged for the period from 01.04.2014 to 31.03.2015 is higher by ₹ 186879.00 and the effect relating to the period prior to 1st April 2014 ₹ 21066.00 has been debited to opening balance of profit and loss account.

(ii) In pursuance of Accounting Standard on impairment of Assets (AS-28) issued by the Institute of Chartered Accountants of India, the company had, on 31.03.2014, identified cash generating unit viz. Sunehari Exports (Haridwar) Ltd. which are not economically viable. The carrying amount of the said units exceeded its net recoverable amount which is the net selling price determined on the basis of certificate given by the management of the Company. Accordingly impairment loss so identified had been charged to Profit & Loss Account during the earlier year amounting to ₹ 6272853.72 and depreciation on the impaired assets is continue to be charged as per the policy of the company.

*(iii) Impairment loss provided on machinery sold during the year now reversed.



NOTES FORMING PART OF THE FINANCIAL STATEMENTS

9 INTANGIBLE ASSETS

Current Year

Particulars	Goodwill	Total
Gross carrying amount as on 1 April 2014	17280641.17	17280641.17
Sales/ adjustments	-	-
Gross carrying amount as on 31 March 2015	17280641.17	17280641.17
Accumulated amortisation	-	-
Net carrying amount as on 31 March 2015	17280641.17	17280641.17

Previous Year

Particulars	Goodwill	Total
Gross carrying amount as on 1 April 2013	17280641.17	17280641.17
Sales/ adjustments	-	-
Gross carrying amount as on 31 March 2014	17280641.17	17280641.17
Accumulated amortisation	-	-
Net carrying amount as on 31 March 2014	17280641.17	17280641.17

10 DEFERRED TAXATION

The Net Deferred Tax Assets of ₹ 4454259.00 as at 31.03.2015 (₹ 3336408 as at 31.03.2014) has not been recognised in view of uncertainty of its realisation, as recommended under Accounting Standard AS-22, 'Accounting for taxes on income' issued by The Institute of Chartered Accountants of India. The details of Deferred Tax Assets are as under :

	As at 31 March 2014	Current Year	As at 31 March 2015
<u>Deferred Tax Liabilities being tax impact thereon</u>			
Difference between WDV of block of assets as per Income tax laws and WDV of the fixed assets as per books of accounts.	1274076.00	334239.00	1608315.00
Total Deferred Tax Liabilities	1274076.00	334239.00	1608315.00
<u>Deferred Tax Assets being tax impact thereon</u>			
(i) Unabsorbed losses and/or depreciation of current Period & carried forward as per Income Tax Laws	4609399.00	1086348.00	5695747.00
(ii) Expenses charged in the books, but allowance thereof deferred under income tax laws	1085.00	365742.00	366827.00
Total Deferred Tax Assets	4610484.00	1452090.00	6062574.00
Net Deferred Tax (Assets) / Liability	(3336408.00)	(1117851.00)	(4454259.00)

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

	Current Year ₹	Previous Year ₹
11 LONG TERM LOANS & ADVANCES		
(Unsecured - considered good)		
Security Deposits	85200.00	85200.00
	85200.00	85200.00
	85200.00	85200.00
12 INVENTORIES		
(As taken, valued and certified by the management)		
Raw Materials	23400.00	23400.00
Stores, Spares and Packing Material	72500.00	72500.00
Finished Goods	32520.00	36520.00
Semi-Finished Goods	80000.00	80000.00
	208420.00	212420.00
	208420.00	212420.00
13 CASH & BANK BALANCES		
Balances with Scheduled Banks		
In Current Account	46979.32	28651.32
In Fixed Deposit/Margin Money Account	72497.00	50000.00
Cash in hand	17506.68	4174.68
	136983.00	82826.00
	136983.00	82826.00
14 SHORT TERM LOANS & ADVANCES		
(Unsecured - considered good)		
Advances (recoverable in cash or in kind or for value to be received)		
Advances Others	1184869.00	1197314.50
Less : Provision for Doubtful advances	1184561.00	1184561.00
	308.00	12753.50
	308.00	12753.50
<p>In the opinion of the management, loans and advances are expected to realize at least the amount at which they are stated, if realized in the ordinary course of business and provision for all known liabilities has been adequately made in the accounts.</p>		
15 OTHER CURRENT ASSETS		
Interest receivable	3206.00	19854.00
	3206.00	19854.00
	3206.00	19854.00
16 REVENUE FROM OPERATIONS		
Turnover Manufactured (Gross)		
Sale of Products	14400.00	46080.00
Less:- Excise duty	-	-
	14400.00	46080.00
	14400.00	46080.00



SUNEHARI EXPORTS (HARIDWAR) LTD.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

	Current Year ₹	Previous Year ₹
17 OTHER INCOME		
Interest	5849.00	5002.00
Provision written back Lease Rent	-	124609.00
Reversal of Contribution to Provident Fund, ESI, etc.	-	105.00
Provision written back Gratuity	932.00	-
	6781.00	129716.00

18 COST OF MATERIAL CONSUMED

Current Year

Particulars	Nylon Bristles	PVC Sheet	Paper	Packing Material & Spares	Others	Total
Opening Balance	5200.00	16000.00	2200.00	72500.00	-	95900.00
Add: Purchases during the year	-	-	-	-	-	-
Less: Cost of Material Sold/ Return	-	-	-	-	-	-
Less: Consumption during the year	-	-	-	-	-	-
Less: Unservicable/ Damaged Material w/off during the year	-	-	-	-	-	-
Closing Balance	5200.00	16000.00	2200.00	72500.00	-	95900.00

Previous Year

Particulars	Nylon Bristles	PVC Sheet	Paper	Packing Material & Spares	Others	Total
Opening Balance	5200.00	16000.00	2200.00	72500.00	-	95900.00
Add: Purchases during the year	-	-	-	-	-	-
Less: Cost of Material Sold/ Return	-	-	-	-	-	-
Less: Consumption during the year	-	-	-	-	-	-
Less: Unservicable/ Damaged Material w/off during the year	-	-	-	-	-	-
Closing Balance	5200.00	16000.00	2200.00	72500.00	-	95900.00

	Current year	Previous Year
VALUE OF IMPORTED / INDIGENOUS RAW MATERIAL, STORES & SPARES CONSUMED	NIL	NIL

19 CHANGES IN INVENTORIES

Finished Goods				
At the beginning of the Period	36520.00		64360.00	
At the end of the Period	32520.00	4000.00	36520.00	27840.00
Semi - Finished Goods				
At the beginning of the Period	80000.00		85888.75	
Less: Unservicable/ Damaged Material w/off	-		5888.75	
At the end of the Period	80000.00	-	80000.00	-
		4000.00		27840.00

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

	Current Year ₹	Previous Year ₹
20 EMPLOYEE BENEFITS EXPENSES		
Salary & Wages		
Salaries, Wages, Bonus & Other benefits	172272.00	150904.00
Other Expenses		
Workmen & Staff Welfare expenses	7774.00	11378.00
	<u>180046.00</u>	<u>162282.00</u>

As per Accounting Standard 15 "Employee benefits", the disclosures as defined in the Accounting Standard are given below:

Particulars	Current Year		Previous Year	
	Gratuity	Leave Encashment	Gratuity	Leave Encashment
1. Assumptions :				
Discounting Rate	7.80%	-	9.00%	-
Salary Growth Rate	5.50%	-	6.50%	-
Expected Rate of Return on Plan Assets	-	-	-	-
Average remaining working lives considering decrements (Years)	28.45	-	24.52	-
2. Changes in Present Value of Obligation :				
Present Value of obligation as at the beginning of the Period	3512.00	-	252.00	-
Acquisition Adjustment	-	-	-	-
Interest Cost	274.00	-	23.00	-
Current Service Cost	2580.00	-	3512.00	-
Past Service Cost	-	-	-	-
Benefits Paid	-	-	-	-
Actuarial (Gain) / (Loss) on obligations	(3786.00)	-	(275.00)	-
Present Value of Obligation as at the end of the Period	2580.00	-	3512.00	-
3. Changes in the Fair Value of Plan Assets :				
Fair Value of Plan Assets at the beginning of the period	-	-	-	-
Acquisition Adjustments	-	-	-	-
Expected Return on Plan Assets	-	-	-	-
Contributions	-	-	-	-
Benefits Paid	-	-	-	-
Actuarial gain /(loss) on plan assets	-	-	-	-
Fair Value of Plan Assets at the end of the Period	-	-	-	-



SUNEHARI EXPORTS (HARIDWAR) LTD.

Particulars	Current Year		Previous Year	
	Gratuity	Leave Encashment	Gratuity	Leave Encashment
4. Fair value of Plan Assets :				
Fair value of Plan Assets at the beginning of the period	-	-	-	-
Acquisition adjustment	-	-	-	-
Actual return on Plan Assets	-	-	-	-
Contributions	-	-	-	-
Benefits Paid	-	-	-	-
Fair value of Plan Assets at the end of the period	-	-	-	-
5. Actuarial Gain / (Loss) Recognized :				
Actuarial Gain/(Loss) for the period - Obligation	3786.00	-	275.00	-
Actuarial (Gain)/ Loss for the period - Plan Assets	-	-	-	-
Total (Gain)/ Loss for the period	(3786.00)	-	(275.00)	-
Actuarial (Gain) / Loss recognized in the period	(3786.00)	-	(275.00)	-
Unrecognized actuarial (Gains)/ Losses at the end of the period	-	-	-	-
6. The Amounts to be recognized in Balance Sheet And Statements of Profit & Loss a/c:				
Present Value of Obligation as at the end of the period	2580.00	-	3512.00	-
Fair Value of Plan Assets as at the end of the period	-	-	-	-
Funded Status / Difference	(2580.00)	-	(3512.00)	-
Excess of actual over estimated	-	-	-	-
Unrecognized Actuarial (Gain) / Losses	-	-	-	-
Net Asset / (Liability) Recognized in Balance Sheet	(2580.00)	-	(3512.00)	-
7. Expenses Recognized in the Statement of Profit & Loss a/c:				
Current Service Cost	2580.00	-	3512.00	-
Past Service Cost	-	-	-	-
Interest Cost	274.00	-	23.00	-
Expected Return on Plan Assets	-	-	-	-
Net Actuarial (Gain) / Loss recognized in the period	(3786.00)	-	(275.00)	-
Expenses Recognized in the statement of Profit & Loss	(932.00)	-	3260.00	-
8. Reconciliation statement of expense in the statement of profit & loss a/c:				
Present value of obligation as at the end of period	2580.00	-	3512.00	-
Present value of obligation as at the beginning of the period	3512.00	-	252.00	-
Benefits paid	-	-	-	-
Actual return on plan assets	-	-	-	-
Acquisition adjustment	-	-	-	-
Expenses recognized in the statement of profit & losses	(932.00)	-	3260.00	-

Particulars	Current Year		Previous Year	
	Gratuity	Leave Encashment	Gratuity	Leave Encashment
9. Movement in the liability recognized in the Balance Sheet:				
Opening net liability	3512.00	-	252.00	-
Expenses as above	(932.00)	-	3260.00	-
Benefits Paid	-	-	-	-
Actual return on Plan assets	-	-	-	-
Acquisition adjustment	-	-	-	-
Closing net liability	2580.00	-	3512.00	-
10. The Major categories of plan assets:				
Government of India Securities	-	-	-	-
High Quality Corporate Bonds	-	-	-	-
Equity Shares of listed companies	-	-	-	-
Property	-	-	-	-
Funds Managed by Insurer	-	-	-	-
11. Current/ Non Current Liability:				
Current Liability	3.00	-	12.00	-
Non-Current Liability	2577.00	-	3500.00	-

21 FINANCE COSTS

Interest Expenses	366184.00	278227.00
Bank charges & Finance procurement expenses	7299.29	3169.00
	<u>373483.29</u>	<u>281396.00</u>

22 OTHER EXPENSES

Electricity Expenses	321699.00	318249.00
Lease Rent	18266.00	16300.00
Repair to Others	200.00	4213.50
Rates & Taxes	17770.00	6500.00
Communication expenses	16559.50	5981.00
Travelling & Conveyance	18596.00	21831.00
Freight & Forwarding charges	-	200.00
Advertisement	36327.00	36929.00
Preliminary Expenses written off	-	3632.00
Irrecoverable Advances written off	-	6838.00
Loss on Sales of Fixed Assets	169089.75	4057.50
Unserviceable/ damaged raw material/ store written off	-	5888.75
Claims Paid	-	60230.00
CST Demand Paid	4551.00	-
Provision for Doubtful Advances	-	1184561.00
Miscellaneous expenses *	433235.50	419565.00
	<u>1036293.75</u>	<u>2094975.75</u>



SUNEHARI EXPORTS (HARIDWAR) LTD.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

		Current Year ₹	Previous Year ₹
* Includes payment to Auditors			
-	As Audit Fees	33708.00	33708.00
-	In Other Capacity	16854.00	2809.00
		<u>50562.00</u>	<u>36517.00</u>
23 (i) Basic Earning per share			
	Profit after tax before Taxation (A)	(2404421.29)	(4399308.25)
	Profit after tax after Taxation (B)	(2404692.29)	(4399927.25)
	Weighted average no. of equity shares (C)	3010928	3010928
	Earning per share before Taxation A/C	(0.80)	(1.46)
	Earning per share after Taxation B/C	(0.80)	(1.46)
	(ii) Diluted earning per share is not given as the same is anti dilutive		
24 Contingent Liabilities not provided for in respect of :			
-	Bank Guarantees	50000.00	50000.00
-	Due to inadequacy of profits Dividend on CRNCPS has not been provided	128.00	88.00
-	Claims not acknowledged as debts	61446.00	-

25 Previous Period figures have been regrouped and/or re-arranged wherever necessary.

26 (i) The Company had filed on 19.02.2011 the scheme of amalgamation of Dr. Fresh Assets Limited with Sunehari Exports Limited and demerger of Haridwar Unit of Sunehari Exports Limited into the company from 1st April, 2011, which was sanctioned by the Hon'ble High Court of Delhi vide its order dated 29.09.2011. Haridwar Unit of Sunehari Exports Limited has been merged with Sunehari Exports (Haridwar) Ltd. w.e.f. 01.04.2011 (the appointed date). To give the effect to the demerger the order of the Hon'ble High Court of Delhi filed with the Registrar of Companies NCT of Delhi & Haryana on 13.01.2012 (effective date). Accordingly the scheme has been given effect to in the accounts in earlier years.

(ii) In terms of the scheme the entire undertakings, properties, assets, debts, liabilities, contingent, liabilities, duties and obligations of the Haridwar Unit of Sunehari Exports Limited have been transferred to the company at their respective book values w.e.f. 01.04.2011 (the appointed date) however necessary steps and formalities in respect of transfer of properties from erstwhile Haridwar Unit of Sunehari Exports Limited in favour of the company are under implementation. Documentations relating to transfer of titles, rights, obligations, liabilities, etc., in favour of the company is in progress. However, these vest in the company by operation of statute viz. sections 391 to 392 of the Companies Act, 1956.

27 As per the Notice dated 31.03.2014 received from Government of The NCT of Delhi, Office of the Divisional Commissioner, Delhi, the company has a contingent liability to pay the amount of Stamp Duty on the Demerger process which was held in the year of 2011-12. Amount of the stamp duty payable has not been materialised till the date of the Balance Sheet, necessary provision will be made as & when liability determined/ crystallised.

28 Related Party Transactions

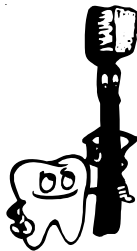
A. Names of related parties & description of relationship

- i) Associates Dr. Fresh Assets Ltd.
JHS Svendgaard Laboratories Ltd.

B. Disclosure of transactions with related parties in ordinary course of business

	Current Year ₹	Previous Year ₹
Nature of transactions		
Interest Paid	362911.00	259190.00
Advance Taken	1469057.00	1241565.00
Closing Balance		
Advance Taken	37129142.29	35660085.29
Preferential Share Capital	400000.00	400000.00
Sundry Creditors	56415.00	56415.00

The above transaction as well as related parties have been identified on the basis of information available with the company and the same has been relied upon by the auditors.



SUNEHARI EXPORTS (HARIDWAR) LTD

CIN : L36102DL2009PLC188045

Regd. Office : B 1 /E -24, Mohan Co-operative Industrial Area,
Mathura Road, New Delhi 110 044

Form No. MGT-11

PROXY FORM

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

Name of the member(s)			
Registered address			
E-mail Id			
Folio No. / Client Id		DP ID	

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

1. Name : E-mail Id :

Address :

..... Signature:....., or failing him

2. Name : E-mail Id :

Address :

..... Signature:....., or failing him

3. Name : E-mail Id :

Address :

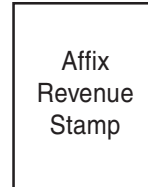
..... Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 6th Annual general meeting of the company, to be held on the Wednesday, 30th September, 2015 at 12.15 P.M. at Jawaharlal Nehru National Youth Centre, 219, Deendayal Upadhyaya Marg, New Delhi- 110002 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1. Adoption of Annual Audited Accounts for the financial year ended 31st March, 2015.
2. To ratify appointment of Statutory Auditors of the Company.
3. To approve the appointment of Mrs Shikha Nanda as Director.

Signed this.....day of.....2015.

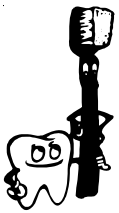


.....
Signature of Shareholder

.....
Signature of Proxy holder(s)

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

BOOK POST



If undelivered, please return to :

SUNEHARI EXPORTS (HARIDWAR) LIMITED

Registered Office : B-1/E-24,
Mohan Co-operative Industrial Area,
New Delhi - 110 044, India