

# SITA

ENTERPRISES LTD.

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Report  
and  
Accounts  
2016

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## **SITA ENTERPRISES LIMITED**

### **BOARD OF DIRECTORS**

Mr.A.Tulsyan  
Mr.K.K.Agrawal, Independent Director  
Mr.Sandeep S. Rathi, Independent Director  
Smt.S.Tulsyan

### **COMPANY SECRETARY**

Mrs. Heta Mehta

### **BANKERS**

Syndicate Bank  
HDFC Bank  
Barclays Bank

### **AUDITORS**

M/s.Mittal & Mittal  
Chartered Accountants

### **REGISTERED OFFICE**

415-416, Arun Chambers,  
Tardeo Road,  
MUMBAI - 400 034.

CIN : L45202MH1982PLC026737

PHONE : 022 - 66627383

FAX : 022 - 66627384

EMAIL - [sitaenterprisesltd@yahoo.com](mailto:sitaenterprisesltd@yahoo.com)

WEB - [www.sitaenterprises.com](http://www.sitaenterprises.com)

## **SITA ENTERPRISES LIMITED**

### **NOTICE**

Notice is hereby given that the Thirty Third Annual General Meeting of the members of Sita Enterprises Ltd. will be held on Friday the 30<sup>th</sup> September, 2016 at 9.00 A.M. at 415-416, Arun Chambers, Tardeo Road, Mumbai - 400 034 to transact the following business:

#### **Ordinary Business:**

1. To receive, consider and adopt the Audited Financial Statements of the company for the year ended 31-3-2016 together with the Reports of the Directors and Auditors thereon.
2. To appoint a director in place of Smt. Sanju Tulsyan ( Director Identification Number :00659808) who retires from office by rotation and being eligible offers herself for re-appointment.
3. To appoint Auditors and fix their remuneration and in this regard, to consider and if thought fit, to pass, the following resolution as an Ordinary Resolution:

“RESOLVED THAT The appointment of Mittal & Mittal, Chartered Accountants (Firm Registration Number: 106457W), as Auditors of the Company made till the conclusion of Thirty-Forth Annual General Meeting (AGM) which was subject to ratification at every AGM, be and is hereby ratified to hold office from the conclusion of this AGM till the conclusion of the next AGM of the Company at such remuneration as shall be fixed by the Directors of the Company.”

By order of the Board

Mumbai, 19<sup>th</sup> August, 2016

Mrs. Heta Mehta  
Company Secretary

#### **NOTES:**

1. A Member entitled to attend and vote at the Annual General Meeting (“AGM”) is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company. The instrument appointing the proxy, in order to be effective, must be deposited at the Company’s Registered Office, duly completed and signed, not less than forty-eight (48) hours before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable.  
Members are requested to note that a person can act as proxy on behalf of not exceeding fifty (50) Members and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than ten percent (10%) of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
2. Register of Members and Share Transfer Register of the Company will be closed from 26<sup>th</sup> to 30<sup>th</sup> September, 2016 (both days inclusive).

#### **3. E-Voting**

- a. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended in 2015 and SEBI listing regulations, the Company provides facility to the members to exercise their right to vote at the 33<sup>rd</sup> Annual General Meeting (AGM) by electronic means and the businesses may be transacted through e-Voting Services provided by Central Depository Services (India) Ltd. For conducting this e-voting activity in a fair and transparent manner, the Board of Directors has appointed Mr. V. K. Mishra a Practising Company Secretary, Mumbai (FCS 5023 CP 4279) as Scrutinizer. The procedure of e-voting along with instructions is attached as a part of Notice.
- b. The facility for voting, either through electronic voting system or ballot or polling paper shall also be made available at the meeting and members attending the meeting who have not casted their vote by remote e-voting shall be able to exercise their right at the meeting.
- c. The members who have casted their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
4. Members holding shares in the same set of names under different ledger folios are requested to apply for consolidation of the folios along with relevant share certificates to the Link Intime India Private Limited.
5. The company has appointed Key Managerial Personnel - Mrs. Heta Mehta as Company Secretary and Mr. Vasant Kumar Vora as a Chief Financial Officer.
6. The Register of Directors and Key Managerial Personnel, their shareholdings, Contract Register in which they are interested and other relevant documents will be available for inspection by the members at the Annual General Meeting.
7. Copies of all documents referred to in the notice are available for inspection at the Registered Office of the Company between 2 p.m. and 4 p.m. IST on all working days till the date of the Annual General Meeting.
8. Members desirous of seeking any further information about the financial statements and/or operations of the Company are requested to address their queries to the Company Secretary at the Registered Office of the Company, at least ten days in advance of AGM, so that the information, to the extent practicable, can be made available at the meeting.

#### **9. Detail of Directors:**

- a. Re-appointment at the AGM:

Name of the Director – Mrs. Sanju Tulsyan ; DIN- 00659808; Date of Birth- 27/01/1963; Age- 53 years; No. of shares held in company- 63900 ; Category- Promoter; List of other Public Companies in which Directorship/ Chairmanship held as on 31/3/2016- Sita Offers & Bourse Expertise Ltd. and Goyal Housing And Finance Limited; Member of the Committees of other Companies- Nil.

By order of the Board

Mumbai, 19<sup>th</sup> August, 2016

Mrs. Heta Mehta  
Company Secretary

## PROCEDURE FOR REMOTE E-VOTING

### The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Tuesday 27<sup>th</sup> September, 2016 (9:00 a.m.) and ends on Thursday 29<sup>th</sup> September, 2016 (5:00 p.m.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday 23<sup>rd</sup> September, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - (a) For CDSL: 16 digits beneficiary ID
  - (b) For NSDL 8 Character DP ID Followed by 8 Digits Client ID.
  - (c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip / Address Sticker.</li> </ul>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> <li>• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be

also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for Sita Enterprises Limited on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non-Individual Shareholders and Custodians:
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be e-mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

**In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help Section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)**

## SITA ENTERPRISES LIMITED

### DIRECTORS' REPORT

#### To The Members:

Your Directors have pleasure in submitting the Thirty-third Annual Report of the Company together with the audited Annual Accounts showing the financial position of the Company for the year ended on 31<sup>st</sup> March 2016.

#### Management Discussion & Analysis:

i) Industry structure and development: The Company is an investment and finance Company and has invested funds in Shares, Securities, Venture Capital Fund, Properties, Loans and Advances.

ii) Opportunities & Threats: The Company is keeping a close watch on the trends in industry for making investments in accordance with its size of operations. It is also taking into account the possible threats due to external factors.

iii) Segment-wise or product-wise performance: The Company operates only in the segment of finance and investment and as such there are no reportable segments wise or product wise performance.

iv) Outlook: Baring the unforeseen circumstances and the risks and concerns, the management is hopeful to achieve reasonable performance in the current financial year: 2016-2017.

v) Risks and concerns: The Company has exposure in Shares, Securities, Properties, Loans & Advances and any adverse development in stock market and industry will have an impact on the Company's performance.

vi) Internal control systems and their adequacy: The Company has adequate internal control systems commensurate for its limited operations. The Company has appointed Internal Auditors to observe the Internal Controls, whether the work flow of organization is being done through the approved policies of the Company. The observations of internal auditors are considered by the Audit Committee of the Board.

#### vii) Financial & Operational performance

The Financial and Operational performance during the year was as under:-

	Rupees in Lacs
GROSS INCOME	22.25
Gross Operating Profit	8.03
Depreciation	0.02
PROFIT BEFORE TAX	8.01
Provision for Taxation	1.51
PROFIT AFTER TAX	6.50

#### Dividend and Transfer to Reserves:

Your Directors do not recommend any dividend for the year ended on 31<sup>st</sup> March 2016. An amount of Rs. One Lac has been transferred from surplus balance in Statement of Profit And Loss to general reserve during the year.

#### Directors and Key Managerial Personnel:

Mrs. Sanju Tulsyan retires from the Board by rotation and being eligible offers herself for re-appointment as director.

During the year key managerial personnel - The Company Secretary and Chief Financial Officer of the company resigned. The Company is working for their replacement and hopes to appoint suitable persons at the earliest possible time.

During the year seven board meetings were convened and held.

Mr. S. Rathi and Mr. K.K. Agrawal are Independent Directors. They have given declarations under Section 149(7) of the Companies Act, 2013, that they meet the criteria of independence as provided under Section 149(6) of the Companies Act, 2013.

Apart from sitting fees paid to independent director no other remuneration is paid to directors. Commensurate with very limited size of operations of the company the Board has, on recommendation of Nomination and Remuneration Committee -

i. Framed a policy for selection and appointment of Directors and Senior Management and their remuneration. As per company's policy the independent director should possess fair professional qualification, sound ethics and attributes and should meet the criteria of independence.

ii. Adopted a framework for performance evaluation of the Board, its Committees, individual directors and chairperson through a survey questionnaire. The survey questionnaire broadly covers various aspects of board functioning, composition of Board and its committees, culture, execution and performance of specific duties, obligation and governance.

#### Particulars of loans, guarantees or investment:

The Company, a non banking finance company registered with Reserve bank of India, is engaged in investment and lending activities. The provisions of section 186 of the Companies, Act 2013 are not applicable to it.

#### Audit Committee:

The Company has constituted an audit committee with Mr. S Rathi as chairman, Mr. K K Agrawal and Mr. A. Tulsyan as members. All recommendations of audit committee have been accepted by the board.

#### Directors' Responsibility Statement:

To the best of their knowledge and belief and according to the information and explanations obtained, your Directors make the following statements in terms of Section 134(3)(C) of the Companies Act, 2013:

- That in the preparation of the annual accounts, the applicable accounting standards has been followed along with proper explanation relating to material departures;
- That the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;

- c. That the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d. That the directors have prepared the annual accounts on a going concern basis; and
- e. That the directors have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- f. That the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**Related Party Transaction**

Details of the transactions with Related Parties are provided in the accompanying financial statements. There were no transaction during the year which would require to be reported in Form AOC.2.

**Auditors:**

The appointment of M/s. Mittal & Mittal, Chartered Accountants (Firm Registration Number: 106457W), as Auditors of the Company had been made till the conclusion of Thirty-Forth Annual General Meeting (AGM) to be held in 2017. Further this appointment is subject to ratification at every AGM. Accordingly proposal for their appointment till the AGM of 2017 shall be placed before the ensuing AGM for ratification. They have expressed their willingness to act as auditor and confirmed that their appointment, if made, would be in conformity with section 141 of the Companies Act, 2013.

**Risk Management Policy:**

Commensurate with its very limited size of operations the Company is keeping a close watch on the trends in industry for lending of funds and making investments. It is also taking into account the possible threats due to external factors.

**Corporate Social Responsibility:**

It is your company’s belief that its primary goal is to fulfill responsibility towards its all constituents i.e. shareholders, customers, government, regulatory bodies, etc. The company maintains fair and ethical practices in its dealings as part of its social responsibility. Further provisions of section 135 of the act are not applicable to the company.

**Vigil Mechanism/Whistle Blower Policy:**

Your Company has adopted and disseminated its Whistle-Blower Policy to provide a secure environment and encourage employees to report unethical, unlawful or improper practices, acts or activities and to prohibit any adverse action against those who report such practices in good faith. The Whistle-Blower Policy is disclosed on the website of the Company.

**Extract of Annual Return:**

In accordance with Section 134(3)(a) of the Companies Act, 2013, an extract of the Annual Return in form MGT-9 is annexed herewith.

**Other Information:**

The disclosure under Section 197 of the Companies Act, 2013 has been annexed to this report. The company has no employee of the category specified in Section 197(12) of the Companies Act, 1956.

There are no qualifications, reservations or adverse remarks or disclaimers made by Statutory Auditors, in their Auditor’s Report.

The Company has not consumed any significant quantity of energy; therefore no comments are made on conservation of energy and technology absorption. There has been no foreign exchange income/outflow during the year under review. The provision of cost audit is not applicable to the Company.

There have been no material changes and commitments, if any, affecting the financial position of the company, which have occurred between the end of the financial year and date of the report.

The company has not entered into any contracts or arrangements with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013.

The Company has not accepted any public deposits and, as such, no amount on account of principal or interest on public deposits was outstanding as on the date of the balance sheet.

The Company has the Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee. The Company has in place internal financial control systems, commensurate with the size and complexity of its operations, to ensure proper recording of financial and monitoring of operational effectiveness and compliance of various regulatory and statutory requirements.

The company is following the guidelines of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. There have been no cases reported during the year.

The Secretarial Audit Report for the financial year 2015-16 is set out in the Annexure to this Report.

The scale of company’s operations is not large. The Company is giving effect to various compliances applicable to it and adopting policies commensurate with its limited size of operations.

The board places on record its appreciation for the continued support and co-operation extended by employees, customers, bankers and all other constituents.

On behalf of the Board

Mumbai, 27<sup>th</sup> May, 2016

A. Tulsyan    S. Tulsyan  
Director      Director

## Annexure to the Directors' Report

### **Information under Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.**

The Ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2015-16 –

*Not Applicable – Please see note 1 .*

- (i) The percentage increase in remuneration of each Director, Managing Director & Chief Executive Officer, Chief Financial Officer and Company Secretary of the Company in the financial year 2015-16.

*Not Applicable – Please see note 1*

- (ii) The percentage increase in the median remuneration of employees in the financial year 2015-16 – 28%

- (iii) The number of permanent employees on the rolls of Company – Five.

- (iv) **The explanation on the relationship between average increase in remuneration and Company performance**

Profit before tax increased by 67%. The overall increase in remuneration was 27% which was in line with the performance of the Company.

- (v) Comparison of the remuneration of the Key managerial Personnel against the performance of the Company.

*Not Applicable – Please see note 1 .*

- (vi) Variations in the market capitalisation of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase or decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer.

Market Cap– as on 31-03-2015 Rs. 325 Lacs and on 31-03-2016 Rs. 259 Lacs. EPS – as on 31-03-2015 Rs.0.13 and as on 31-03-2016 Rs.0.22. The last public offer for equity shares of the company was offer for sale made in year 1994-95 for 7.5 Lacs equity shares of Rs. 10/- each at par. The market quotation (BSE Closing of equity shares of company as on 31-03-2016 was Rs. 8.62 representing an decrease of 20%.

- (vii) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.

*Not Applicable – Please see note 1 .*

- (viii) The comparison of the each remuneration of Key Managerial Personnel against the performance of the Company during the Financial Year 2015-16 is as under:

*The amount paid to key managerial personnel during the year was 1.62% of total gross revenue and 5.54% of profit after tax.*

- (ix) The key parameters for any variable component of remuneration availed by the Directors.

*Not Applicable – Please see note 1.*

- (x) The ratio of the remuneration of the highest paid Director to that of the employees who are not Directors but receive remuneration in excess of the highest paid Director during the year.

*Not Applicable – Please see note 1.*

- (xii) **Affirmation that the remuneration is as per the Remuneration Policy of the Company.**

Pursuant to Rule 5(1)(xii) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, it is affirmed that the remuneration paid to the Directors, KMPs, Senior Management and other employees of the Company is as per the Remuneration Policy of the Company.

*Not Applicable – Please see note 1.*

## **NOTES**

1. Apart from sitting fees of Rs. 10,000/- (Previous year Rs. 5000/-) paid to independent director and payment of Rs. 36,000/- (Previous year Nil) to Key Managerial Personnel – Company Secretary and CFO no other remuneration, commission or other payment has been made to directors and managerial personnel during the year. As such above mentioned clauses are not applicable / relevant / material.
2. There are no employees in the company covered by provisions of section 197(12) of the Companies Act, 2013 read with rule 5 (2) 7 5 (3) of the companies (Appointment and remuneration of managerial personnel) Rules, 2014 for which particulars required to be furnished.





<b>i) Category-wise Share Holding (Continued)</b>										
Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year	
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares		
<b>B Public Shareholding</b>										
<b>(1) Institutions</b>										
a) Mutual Funds										
b) Banks/FI										
c) Central Govt.										
d) State Govt.										
e) Venture Capital Fund										
f) Insurance Companies										
g) FII										
h) Foreign Venture Capital Funds										
i) Others (specify)										
<b>SUB TOTAL: (B) (1)</b>										
<b>(2) Non-Institutions</b>										
a) Bodies Corporate										
i) Indian	34847	55500	90347	3.01	33417	55500	88917	2.96	-0.05	
ii) Overseas										
b) Individuals										
i) Individual shareholders holding nominal share capital up to Rs.1 lakh	231608	167500	399108	13.31	221378	167300	388678	12.96	-0.38	
ii) Individuals shareholders holding nominal share capital in excess of Rs.1 lakh	182611	75000	257611	8.59	168660	75000	243660	8.12	-0.47	
c) Others (specify)										
i) Director	0	1000	1000	0.03	0	1000	1000	0.03	0.03	
ii) Hindu Undivided Family	0	0	0	0.00	26289	0	26289	0.88	0.88	
iii) Non Resident Indians										
iv) Clearing member	1934	0	1934	0.06	1456	0	1456	0.05	-0.02	
<b>SUB TOTAL: (B) (2)</b>										
	<b>451000</b>	<b>299000</b>	<b>750000</b>	<b>25.00</b>	<b>451200</b>	<b>298800</b>	<b>750000</b>	<b>25.00</b>		
<b>Total Public Shareholding (B) = (B)(1)+(B)(2)</b>										
	<b>451000</b>	<b>299000</b>	<b>750000</b>	<b>25.00</b>	<b>451200</b>	<b>298800</b>	<b>750000</b>	<b>25.00</b>		
<b>C Shares held by Custodian for GDRs &amp; ADRs</b>										
<b>GRAND TOTAL: (A+B+C)</b>										
	<b>2701000</b>	<b>299000</b>	<b>3000000</b>	<b>100</b>	<b>2701200</b>	<b>298800</b>	<b>3000000</b>	<b>100</b>		

<b>ii) Shareholding of Promoters</b>										
Sr. No.	Shareholders' Name	Share holding at the beginning of the year (01/04/2015)			Share holding at the end of the year (31/03/2016)					
		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	% change in share holding during the year		
1	Bombay Mercantile & Leasing Co. Ltd	1025398	34.1799	-	1025398	34.1799	-	-		
2	Ashok Tulsyan HUF	600000	20.0000	-	600000	20.0000	-	-		
3	Abhinandan Textiles & Traders Pvt. Ltd.	375000	12.5000	-	375000	12.5000	-	-		
4	Ashok Kumar Tulsyan	130500	4.3500	-	130500	4.3500	-	-		
5	Sanju Tilsyan	63900	2.1300	-	63900	2.1300	-	-		
6	Shanti Devi Tulsyan	27100	0.9033	-	27100	0.9033	-	-		
7	Sita Equity Pvt Ltd.	15602	0.5201	-	15602	0.5201	-	-		
8	Tulsyan Products Pvt. Ltd.	10500	0.3500	-	10500	0.3500	-	-		
9	Anjua Tulsyan	1000	0.0333	-	1000	0.0333	-	-		
10	Sneha Tulsyan	1000	0.0333	-	1000	0.0333	-	-		
<b>TOTAL</b>		<b>2250000</b>	<b>75.00</b>	<b>-</b>	<b>2250000</b>	<b>75.00</b>	<b>-</b>	<b>-</b>		

iii)	<b>Change in Promoter's Shareholding</b>
	There are no changes in the promoter's shareholdings during the financial year 2015-16.

iv) <b>Shareholding Pattern of top ten Shareholders (other than Directors, Promoters &amp; Holders of GDRs &amp; ADRs)</b>								
Sr. No.	Shareholders' Name	Share holding at the beginning (01/04/2015)/ end (31/03/2016) of the year		Date	Increase/ Decrease in shareholding	Reason	Cumulative Share-holding during the year (01/04/15 to 31/03/16)	
		No. of Shares	% of total shares of the company				No. of Shares	% of total shares of the company
1	MOHAN SINGH	75000	2.50000	1 Apr 2015	0			
		75000	2.50000	31 Mar 2016			75000	2.5
2	CHARM FISCAL COMPANY PVT.LTD.	52900	1.7633	1 Apr 2015	0			
		52900	1.7633	31 Mar 2016			52900	1.7633
3	VSL SECURITIES PRIVATE LIMITED	28590	0.9530	1 Apr 2015	0			
		28590	0.9530	31 Mar 2016			28590	0.9530
4	GORDHAN DAS BAGARIA	27750	0.9250	1 Apr 2015	0			
		27750	0.9250	31 Mar 2016			27750	0.9250
5	HITESH RAMJI JAVERI	27574	0.9191	1 Apr 2015	0			
		27574	0.9191	31 Mar 2016			27574	0.9191
6	RAJ KUMAR LOHIA	27191	0.9064	1 Apr 2015	0			
		27191	0.9064	31 Mar 2016			27191	0.9064
7	SUMAN DEVI BAGARIA	24600	0.8200	1 Apr 2015	0			
		24600	0.8200	31 Mar 2016			24600	0.8200
8	RAJ KR LOHIA	21733	0.7244	1 Apr 2015	0			
		21733	0.7244	31 Mar 2016			21733	0.7244
9	PUSHPA VYAS	17655	0.5885	1 Apr 2015	0			
		17655	0.5885	31 Mar 2016			17655	0.5885
10	VIJAYABEN P PARIKH	18718	0.6239	1 Apr 2015	0			
				17 Apr 2015	30	T	18748	0.6249
				24 Apr 2015	600	T	19348	0.6449
				10 Jul 2015	1025	T	20373	0.6791
				07 Aug 2015	106	T	20479	0.6826
				14 Aug 2015	50	T	20529	0.6843
				30 Sept 2015	-1	T	20528	
				23 Oct 2015	-1	T	20527	0.6842
				30 Oct 2015	-500	T	20027	0.6676
				11 Dec 2015	-182	T	19845	0.6615
				31 Dec 2015	-100	T	19745	0.6582
				08 Jan 2016	4000	T	23745	0.7915
				15 Jan 2016	2655	T	26400	0.88
		22 Jan 2016	100	T	26500	0.8833		
		31 Mar 2016	26500			26500	0.8833	

\*T - Transfer

v) <b>Shareholding of Directors and Key Managerial Personnel (KMP)</b>								
Sr. No.	Shareholders' Name	Share holding at the beginning of the year (01/04/2015)		Date	Increase/ Decrease in shareholding	Reason	Cumulative Share-holding during the year (01/04/15 to 31/03/16)	
<b>A</b>	<b>Directors</b>							
1	ASHOK TULSYAN	130500	4.35	1 Apr 2015	-			
		130500	4.35	31 Mar 2016			130500	4.35
2	SANJU TULSYAN	63900	2.13	1 Apr 2015	-			
		63900	2.13	31 Mar 2016			63900	2.13
3	K K AGRAWAL	1000	0.03	1 Apr 2015	-			
		1000	0.03	31 Mar 2016			1000	0.03
<b>B</b>	<b>Key Managerial Personnel (KMP)- N.A.</b>							

<b>V</b>	<b>INDEBTEDNESS</b>
	The Company had no indebtedness with respect to secured or unsecured Loans or Deposits during the financial year 2015-16.
<b>VI</b>	<b>REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL</b>
	Independent Director (Mr. Sandeep Rathi) sitting fees paid Rs.10,000/-. Key managerial Personnel – Company Secretary & CFO (Ms. Nidhi Sharma) Paid Rs. 36,000/-
<b>VII</b>	<b>PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES</b>
	NIL

**FORM MR-3**  
**SECRETARIAL AUDIT REPORT**

**FOR FINANCIAL YEAR ENDED ON MARCH 31, 2016**

**[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]**

**TO**  
**THE MEMBERS,**  
**SITA ENTERPRISES LIMITED**  
**415/416, Arun Chambers,**  
**Tardeo Road**  
**Mumbai - 400034.**  
**Maharashtra - India**

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by "SITA ENTERPRISES LIMITED" (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, we hereby report that in our opinion the Company has, during the audit period covering the financial year ended on 31st March, 2016 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 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 31<sup>st</sup> March, 2016 according to the provisions of;

1. The Companies Act, 2013 (the Act) and the rules made there under;
2. The Securities Contracts ( Regulation) Act, 1956(SCRA) and the rules made there under;
3. The Depositories Act, 1996 and the Regulations and Bye-law framed hereunder;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment and Overseas Direct Investment;
5. Reserve Bank of India Act, 1934 and rules and regulations made there under and any modification, new enactment from time to time related to Non Banking Financial Company.
6. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India ( ' 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 and SEBI (Prohibition of Insider Trading) Regulations 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 – Not applicable for the audit period;
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines , 1999 - Not applicable for the audit period;
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - Not applicable for the audit period;
  - (f) The Securities and Exchange Board of India ( Registration to an Issue and Share Transfers Agents ) Regulations, 1993;
  - (g) The Securities and Exchange Board of India ( Delisting of Equity Shares) Regulations, 2009 - Not applicable for the audit period;
  - (h) The Securities and Exchange Board of India (Buyback of Securities ) Regulations, 1998 - Not applicable for the audit period;
7. Other Laws applicable to the Company ;
  - i. Competition Act, 2002
  - ii. The Prevention of Money Laundering Act, 2002 (PMLA).
  - iii. The Income Tax Act, 1961
  - iv. Shops and Establishments Act, 1948
  - v. The Finance Act, 1994
  - vi. The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.
  - vii. Securities Laws (Amendment) Bill, 2014.

We have also examined compliance with the applicable clause of the following;

- I. The Secretarial Standards issue by the Institute of Company Secretaries of India.
- II. The Listing Agreements entered into by the Company with Bombay Stock Exchange.

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

We further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has complied with the other laws applicable to the Company.

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

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarification on the agenda items before the meeting and for meaningful participation at the meeting.

All decision at Board Meetings and Committee Meetings are carried with the consent of majority of director as recorded in the minutes of the Meetings of the Board of Directors or Committee of the Board, also along with those who have not voted in favour or abstain from voting with their comments as the case may be.

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.

**For VKM & Associates**  
**Practicing Company Secretary**

**(Vijay Kumar Mishra)**  
**Partner**  
**FCS No. 5023**  
**C P No.: 4279**

**Place: Mumbai**  
**Date : 27/05/2016**

Note: This report is to be read with our letter of even date which is annexed as "ANNEXURE A" and forms an integral part if this report.

**"ANNEXURE A"**

**To,**  
**The Member,**  
**SITA ENTERPRISES LIMITED**  
**415-416, Arun Chambers,**  
**Tardeo Road, Mumbai -400034**  
**Maharashtra - India**

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

1. Maintenance of Secretarial records 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 processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on the test basis to ensure that correct facts are reflected in Secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. The compliance of provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
5. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For VKM & Associates**  
**Practicing Company Secretary**

**(Vijay Kumar Mishra)**  
**Partner**  
**FCS No. 5023**  
**C P No.: 4279**

**Place: Mumbai**  
**Date : 27/05/2016**

**INDEPENDENT AUDITOR'S REPORT**  
**To the Members of SITA ENTERPRISES LIMITED**

**REPORT ON THE FINANCIAL STATEMENTS**

We have audited the accompanying financial statements of Sita Enterprises Limited ("the Company"), which comprises the Balance Sheet as at March 31, 2016, 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 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 the design, implementation and maintenance of adequate internal financial control that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

**AUDITOR'S RESPONSIBILITY**

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder. We conducted our audit in accordance with the Standards on Auditing, issued by the Institute of Chartered Accountants of India, as specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

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

**OPINION**

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at March 31, 2016, its profit, and its cash flows for the year ended on that date.

**REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS**

1. As required by the Companies (Auditor's report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure 1 a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143 (3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - (b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - (c) The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
  - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
  - (e) On the basis of written representations received from the directors as on March 31, 2016, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016, from being appointed as a director in terms of section 164 (2) of the Act;
  - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report;
  - (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:
    - i. The Company does not have any pending litigations affecting its financial position in its financial statements.
    - ii. The Company did not enter any long-term contracts including derivative contracts during the year.
    - iii. The company was not required to transfer any amount to the Investor Education and Protection Fund during the year.

For **Mittal & Mittal**  
Firm Registration No.106457W  
Chartered Accountants

**Rishikesh Agrawal**  
Membership No.113844  
Partner

## Annexure 1

Referred to in paragraph 1 under the heading "Report on Other Legal and Regulatory Requirements" of our Report of even date

### Re: SITA ENTERPRISES LIMITED ("the Company")

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.  
(b) Fixed assets have been physically verified by the management during the year and no material discrepancies were identified on such verification.  
(c) The company has not held any immovable properties as fixed assets during the year.
- (ii) The Company's business does not involve inventories and, accordingly, the requirements under paragraph 4(ii) of the Order are not applicable to the Company and hence not commented upon.
- (iii) The Company has not granted any loans, secured or unsecured, to companies, firms, limited liability partnerships or other parties covered in the register maintained under Section 189 of the Companies Act, 2013.
- (iv) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act 2013 with respect to loans and investments made.
- (v) The Company has not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the Rules framed there under to the extent notified.
- (vi) The Central Government has not specified the maintenance of cost records under clause 148(1) of the Companies Act, 2013, for the services of the Company.
- (vii) (a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including income-tax and other material dues applicable to it. The provision relating to sales tax, custom duty, provident fund, employees' state insurance, service tax, value added tax, cess and excise duty are currently not applicable to the Company.  
(b) According to the information and explanations given to us, no undisputed amounts payable in respect of Income Tax were outstanding, at the year end, for a period of more than six months from the date they became payable.
- (viii) There has been no borrowing or loans from financial institution, bank or debenture holders or government during the year in the company.
- (ix) The Company has not raised any money by way of initial public offer, further public offer (Including debt instruments) and term loans.
- (x) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company by the officers and employees of the Company has been noticed or reported during the year.
- (xi) No managerial remuneration as per the provisions of section 197 of the Companies Act, 2013 has been paid / provided by the company during the year.
- (xii) In our opinion, the Company is not a nidhi Company. Therefore, the provisions of clause 3 of the order are not applicable to the Company and hence not commented upon.
- (xiii) In our opinion and according to the information and explanations given to us, transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 where applicable and details of such transactions have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.
- (xiv) The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and hence not commented upon.
- (xv) In our opinion and according to the information and explanations given by the management, the Company has not entered into any non-cash transactions with directors or persons connected with him.
- (xvi) We report that the Company is a Non Banking Finance Company and as required, under section 45-IA of the Reserve Bank of India Act, 1934 registration has been obtained.

For **Mittal & Mittal**  
Firm Registration No.106457W  
Chartered Accountants

**Rishikesh Agrawal**  
Membership No.113844  
Partner

Mumbai, 27<sup>th</sup> May 2016

## Annexure - 2

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Sita Enterprises Limited ("the Company") as of March 31, 2016 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

### Management's Responsibility for Internal Financial Controls

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

### Auditor's Responsibility

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

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

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

### Meaning of Internal Financial Controls Over Financial Reporting

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

### Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

### Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **Mittal & Mittal**  
Firm Registration No.106457W  
Chartered Accountants

**Rishikesh Agrawal**  
Membership No.113844  
Partner

Mumbai, 27<sup>th</sup> May 2016

# SITA ENTERPRISES LIMITED

## BALANCE SHEET AS AT 31st MARCH, 2016

Rupees

PARTICULARS	Note No.	As at 31-3-2016	As at 31-3-2015
<b>I. EQUITY AND LIABILITIES</b>			
<b>1 Shareholders' Funds</b>			
(a) Share Capital	1	3,00,00,000	3,00,00,000
(b) Reserves and Surplus	2	6,43,03,744	6,36,53,609
<b>2 Current Liabilities</b>			
(a) Other current liabilities			
Sundry payables		14,885	11,236
Advance received		18,00,000	-
(b) Short-term provisions			
Current income tax		1,50,877	81,051
Contingent Provision		2,50,000	2,50,000
<b>Total</b>		<b>9,65,19,506</b>	<b>9,39,95,896</b>
<b>II. ASSETS</b>			
<b>1 Non-current assets</b>			
(a) Fixed assets			
Tangible assets	3	1,178	2,944
(b) Non-current investments	4	7,97,89,793	7,91,30,883
<b>2 Current assets</b>			
(a) Cash and cash equivalents	5	1,56,643	12,03,900
(b) Short-term loans and advances	6	1,65,71,892	1,36,58,169
<b>Total</b>		<b>9,65,19,506</b>	<b>9,39,95,896</b>
Significant Accounting Policies	9		
Other Notes	10		

As per our report attached  
For **Mittal & Mittal**  
Firm Registration No. 106457W  
**Chartered Accountants**

**For and on behalf of the Board**

**Rishikesh Agrawal**  
Membership No: 113844  
Partner

**A.Tulsyan**  
Director

**S.Tulsyan**  
Director

MUMBAI, 27th May 2016

# SITA ENTERPRISES LIMITED

## STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH, 2016

Rupees

PARTICULARS	Note No.	For the year ended 31-03-2016	For the year ended 31-03-2015
<b>I. Revenue from operations</b>			
Interest income		22,11,350	23,69,150
<b>II. Other Income</b>			
Dividend income		13,892	57,205
<b>Total Revenue</b>		<u>22,25,242</u>	<u>24,26,355</u>
<b>III. Expenses</b>			
Net gain / loss on sale of investments		-	6,63,430
Employee benefit expense	7	6,67,500	5,27,470
Depreciation expense		1,766	4,415
Other expenses	8	7,54,524	7,51,087
<b>Total Expenses</b>		<u>14,23,790</u>	<u>19,46,402</u>
<b>IV. Profit before exceptional and extraordinary items and tax</b>		8,01,452	4,79,953
<b>V. Exceptional and Extraordinary Items</b>		-	-
<b>VI. Profit before tax</b>		8,01,452	4,79,953
<b>VII. Tax expense:</b>			
(1) Current tax		1,50,877	81,051
(2) Deferred tax		-	-
(3) Income tax for earlier year		440	-
		<u>1,51,317</u>	<u>81,051</u>
<b>VIII. Profit for the period</b>		<u>6,50,135</u>	<u>3,98,902</u>
<b>IX. Earning per equity share:</b>			
(1) Basic		0.22	0.13
(2) Diluted		0.22	0.13
Significant Accounting Policies	9		
Other Notes	10		

As per our report attached  
For **Mittal & Mittal**  
Firm Registration No. 106457W  
**Chartered Accountants**

**For and on behalf of the Board**

**Rishikesh Agrawal**  
Membership No: 113844  
Partner

**A.Tulsyan**  
Director

**S.Tulsyan**  
Director

MUMBAI, 27th May 2016

# SITA ENTERPRISES LIMITED

## CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2016

	Rupees	
P A R T I C U L A R S	For the year ended 31-03-2016	For the year ended 31-03-2015
<b>Cash Flow from Operating Activities:</b>		
Net profit before tax and Extraordinary items	8,01,452	4,79,953
Adjustments for:		
Depreciation	1,766	4,415
(Profit)/ Loss on sale of investments	-	6,63,430
Operating Profit Before Working Capital Changes	8,03,218	11,47,798
Adjustments for:		
Trade and other receivables	(29,13,723)	48,38,295
Trade Payables and Other Liabilities	18,73,475	9,911
Cash Generated from Operations	(2,37,030)	59,96,004
Direct Taxes paid	(1,51,317)	(81,051)
<b>Net Cash from Operating Activities.....A</b>	<b>(3,88,347)</b>	<b>59,14,953</b>
 <b>Cash Flow from investing Activities</b>		
Purchase of Fixed Asset	-	-
Purchase of investment	(6,58,910)	(75,24,669)
Sale of investment	-	12,49,407
<b>Net Cash Used in investing Activities.....B</b>	<b>(6,58,910)</b>	<b>(62,75,262)</b>
<b>Cash Flow from Financing Activities:</b>		
<b>Net Cash Flow from Financing Activities...C</b>	-	-
Net increase/(decrease) in Cash and Cash equivalents (A+B+C)	<b>(10,47,257)</b>	<b>(3,60,309)</b>
Cash and Cash equivalents Opening Balance	12,03,900	15,64,209
Cash and Cash equivalents Closing Balance	1,56,643	12,03,900

Note: Figures in brackets represent outflows.

As per our report attached

**For MITTAL & MITTAL**

Firm Registration No. 106457W

Chartered Accountants

**Rishikesh Agrawal**

Membership No: 113844

Partner

MUMBAI, 27th May 2016

For and on behalf of the Board

A. Tulsyan  
Director

S. Tulsyan  
Director



**SITA ENTERPRISES LIMITED**
**NOTES ON ACCOUNTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2016**

	Rs. 31-03-2016	Rs. 31-03-2015		Rs. 31-3-2016	Rs. 31-3-2015
<b>1 SHARE CAPITAL</b>					
Authorised :			<i>Unquoted Shares</i>		
30,00,000 Equity Shares of Rs.10/- each	<u>3,00,00,000</u>	<u>3,00,00,000</u>	730000 (730000) Sita Offers & Brse. Exp. Ltd.*	1,72,90,000	1,72,90,000
Issued Subscribed and Fully Paid :			1205000 (1205000) Bombay Mer & Lsg Co. Ltd *	1,80,75,000	1,80,75,000
30,00,000 Equity Shares of Rs.10/- each			18700 (18700) Vatsa Corporation Rs.1/-	<u>23,375</u>	<u>23,375</u>
fully paid up in cash	<u>3,00,00,000</u>	<u>3,00,00,000</u>	* associate	<u>3,53,88,375</u>	<u>3,53,88,375</u>
Refer to Note 10				<u>3,72,42,604</u>	<u>3,72,42,604</u>
<b>2 RESERVES &amp; SURPLUS</b>			(b) Investments in Venture Capital Fund - unquoted		
General Reserve			100 (100) Aditya Birla Real Estate		
As per last account	5,34,50,000	5,33,50,000	Fund - I - Class A units of Rs. 1,00,000 each -		
Add: Transfer from Profit & Loss Statement	<u>1,00,000</u>	<u>1,00,000</u>	amount called Paid Rs.100000/-	94,94,323	94,94,323
	<u>5,35,50,000</u>	<u>5,34,50,000</u>	balance with the fund Rs.94943.23		
Surplus in Profit & Loss Statement			(c) Other non-current investments		
As per last account	1,02,03,609	99,04,707	Investment Property		
Add: Profit for the period	6,50,135	3,98,902	Properties under construction or development	<u>3,30,52,866</u>	<u>3,23,93,956</u>
Less: Transfer to Genral Reserve	<u>1,00,000</u>	<u>1,00,000</u>	<b>TOTAL INVESTMENTS</b>	<u>7,97,89,793</u>	<u>7,91,30,883</u>
	<u>1,07,53,744</u>	<u>1,02,03,609</u>			
	<u>6,43,03,744</u>	<u>6,36,53,609</u>	<b>5 CASH &amp; CASH EQUIVALENTS</b>		
<b>3 TANGIBLE ASSETS:</b>			Balance with banks	1,10,634	11,23,365
Office Equipment-at cost	7,20,967	7,20,967	Cash in hand	<u>46,009</u>	<u>80,535</u>
Addition during the year	<u>-</u>	<u>-</u>		<u>1,56,643</u>	<u>12,03,900</u>
	7,20,967	7,20,967	<b>6 SHORT TERM LOANS &amp; ADVANCES</b>		
Less: Depreciation			(Unsecured, considered good)		
Up to 31-3-2015	7,18,023		Loans Paid	1,61,14,400	1,32,00,000
For year ended 31-3-2016	<u>1,766</u>		Advance tax paid for current year	1,57,246	1,61,845
Depreciation up to date	<u>7,19,789</u>	<u>7,18,023</u>	Taxes refundable for earlier years	<u>3,00,246</u>	<u>2,96,324</u>
Net Block	<u>1,178</u>	<u>2,944</u>		<u>1,65,71,892</u>	<u>1,36,58,169</u>
<b>4 NON CURRENT INVESTMENTS</b>			<b>7 EMPLOYEES BENEFIT EXPENSE</b>		
<b>Trade investments at cost</b>			Salary	6,46,500	5,08,620
(a) Fully Paid up Equity Shares of Face value of Rs.10/- each or otherwise specified			Bonus	<u>21,000</u>	<u>18,850</u>
<i>Quoted Shares</i>				<u>6,67,500</u>	<u>5,27,470</u>
<b>Nos</b>	<b>Name</b>		<b>8 OTHER EXPENSES</b>		
8000(8000)	Computer Disc Ind	4,96,824	Travelling & Conveyance Expenses	1,26,366	1,19,947
1144 (1144)	East India Hotel Rs.2/-	46,900	Rent	-	1,80,000
20000(20000)	GVK Power & Infra.Ltd. Rs.1/-	4,99,483	Telephone Expenses	14,862	10,798
200(200)	Indian Hotels Co. Ltd Rs.1/-	11,244	Listing Fees	2,24,720	1,12,360
1000(1000)	Oil And Natural Gas corp. Ltd.Rs.1	4,01,470	Miscellaneous Expenses	<u>3,88,576</u>	<u>3,27,982</u>
1600(1600)	Tata Global Beverages Ltd.Rs.1/-	<u>3,98,308</u>		<u>7,54,524</u>	<u>7,51,087</u>
		<u>18,54,229</u>			

## 9. Significant accounting policies.

i. The Financial Statements are prepared on Accrual Basis under Historic Cost Convention and in accordance with the generally accepted accounting principles in India and the Accounting Standards specified in The Companies Act, 2013 / 1956 and rules notified thereto with proper explanations relating to material departures. The Company being a Non-Banking finance Company follows the guidelines as prescribed by the Reserve Bank of India to the extent applicable to it.

ii. All assets and liabilities have been classified as current or non-current as per the Companies operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. The Company has ascertained its operating cycle as 12 months for the purpose of current - non current classification of assets and liabilities.

iii. Fixed Assets are stated at cost including any acquisition expenses. The accounting of fixed assets is done as Block of Assets as provided in Income Tax Act, 1961. Provision for depreciation in books is also made at rates on written down value basis as per provision of Income Tax Act, 1961 which are different from the rates prescribed under The Companies Act, 2013. The basis adopted by company satisfies the criteria of useful lives of the assets. Difference in depreciation as per Company's Act and as per Income Tax Act, is not material.

iv. Investments - Investments are stated at cost. Investment in properties that are not intended to be substantially used for the operations of the company are classified as Investment Property. Income from Investments is accounted for as and when realised by the company and is included together with the related tax credit in the Profit & Loss Account.

v. Loans and advances which are recoverable on demand or stipulation in cash or kind or for value to be received are classified as short term. The interests on Loan amounts given are provided whenever it is receivable.

## 10. Other Notes.

i. Previous period's figures have been regrouped/rearranged wherever necessary. Headings, sub-headings and information as per Schedule VI and Accounting Standards which are not applicable to the company are not stated in Balance Sheet and Statement of Profit and Loss. Figures in brackets are for previous year unless otherwise specified.

ii. Tax deducted at source on interest income - Rs. 1,57,246/- (Rs. 1,61,845/-) and on dividend Nil. Interest income includes an amount of Rs.4,01,672/- (Rs. 4,83,400/-) received during the year from a venture capital fund.

iii. Basic and Diluted earning per share has been calculated by dividing the net profit after tax i.e. Rs.6.50 Lacs for the year by the weighted average number of equity shares outstanding during the year i.e. 30 Lacs shares.

iv. The provision for deferred tax assets/liabilities as on 31-3-16 is Nil. As a measure of prudence, deferred tax assets for MAT credit for future tax liabilities has not been taken into account. Provision for bad and doubtful debts and for depreciation in investments - Nil. Gross non-performing assets - Nil. Net non-performing assets - Nil, Assets acquired in satisfaction of debts - Nil. Amount due to Micro, Small & Medium Enterprises as per MSMED Act, 2006 as on 31-03-2016 - Nil. The Company has not accepted any deposits from the public. As per guidelines issued by Reserve Bank of India an amount of Rs. 2.5 lacs has been provided as Contingent Provision against Standard Assets and has been shown as Contingent Provision in the balance sheet.

v. The Company is in the business of investment and finance and all its activities revolve around this business. As such, there are no separate reportable Segments. As provided in Accounting Standard 3 the Dividend income has been included in Operating Activities in Cash Flow Statement. In the Statement of Profit and Loss Dividend Income has been shown under Other Income as per requirement of Revised Schedule VI.

vi. The Company has only one class of shares referred to as equity shares having a par value of Rs.10 entitling the holder to one vote per share. There was no change in the number of shares outstanding at the beginning and at the end of the reporting period. Share holders holding more than 5% shares in the company and number of shares held: Bombay Mercantile & Leasing Co Ltd-1025398, Abhinandan Textiles & Traders Pvt. Ltd.-375000 and Ashok Tulseyan (HUF) 600000.

vii. Related Party Disclosers - Detail of related parties - 1. Mr. S. Rathi - Non Executive Director (Independent Director) sitting fees paid Rs. 10,000/-, 2. Ms. Nidhi Sharma - Key managerial Personnel - Remuneration Paid - Rs. 36000/-

viii. Market value of all quoted investments-Rs.7,88,178/- (Rs.10,29,276/-). Provision for diminution in value of investments- Nil. Investments in Properties are partly paid to the extent of amount due and payable as per the terms of purchase and progress of construction and are shown as other non current investments as per requirement of Revised Schedule VI.

ix. Miscellaneous expenses grouped under the head of Other Expenses include Rs.11,450/- (Rs.11,236/-) for audit fees, Rs. 3,435/- (Rs.3,371) for internal audit, Rs.18,000/- (Rs.11,000/-) for Secretarial Auditors fees.

x. Contingent liabilities and commitments (to the extent not provided for) - Uncalled liability on commitments for Investments in Properties under construction or development Rs.109.41 Lacs.

**For MITTAL & MITTAL**

Firm Registration No. 106457W  
Chartered Accountants

Rishikesh Agrawal  
Membership No: 113844  
Partner

Mumbai, 27<sup>th</sup> May 2016

For and on behalf of the Board

A. Tulseyan  
Director

S. Tulseyan  
Director

**SITA ENTERPRISES LIMITED**

Regd. Off: 415-416, Arun Chambers, Tardeo Road, Mumbai - 400 034  
Corporate Identification No. (CIN) - L45202MH1982PLC026737

**ATTENDENCE SLIP**

(To be presented at the entrance)

I / We hereby record my / our presence at the 33<sup>rd</sup> Annual General Meeting of the Company held on Friday 30<sup>th</sup> September, 2016 at 415-416, Arun Chambers, Tardeo Road, Mumbai 400034.

Folio No.....DP ID No. ....Client ID No. ....

Name of the Member.....Signature.....

Name of the Proxyholder.....Signature.....

1. Only Member / Proxyholder can attend the Meeting.
2. Member/Proxyholder should bring his / her copy of the Annual report for reference at the Meeting.

**SITA ENTERPRISES LIMITED**

Regd. Off: 415-416, Arun Chambers, Tardeo Road, Mumbai - 400 034  
Corporate Identification No. (CIN) - L45202MH1982PLC026737

**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 No. ....

I/We, being the Member(s) of Sita Enterprises Limited, holding.....shares hereby appoint.

(1) Name ..... Address .....

Email Id ..... Signature .....or failing him;

(2) Name ..... Address .....

Email Id ..... Signature ..... or failing him;

(3) Name ..... Address .....

Email Id ..... Signature .....

as my/our proxy to attend and vote (on a poll) for me/ us and on my / our behalf at the 33<sup>rd</sup> Annual General Meeting of the company, to be held on Friday 30<sup>th</sup> September, 2016 at 9:00 AM at 415-416, Arun Chambers, Tardeo Road, Mumbai - 400 034 and at any adjournment thereof in respect of such resolution as are indicated below:

Serial Number	RESOLUTIONS	Optional*	
		For	Against
1.	To consider and adopt Audited Accounts, report of the Directors and Auditors.		
2.	To appoint Mrs. S. Tulsyan, who retires by rotation, as Director		
3.	To ratify the appointment of Auditors		

Signed this.....day of.....2016

Signature of Member.....

Signature of Proxyholder(s) :.....

Affix Revenue Stamp

**Notes:**

- (1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
- (2) \* It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he / she thinks appropriate.