

SITA

ENTERPRISES LTD.

Report
and
Accounts
2024

SITA ENTERPRISES LIMITED

BOARD OF DIRECTORS

	DIN
Mr. Ashok Tulsyan, Whole Time Director	00353156
Mr. Mukesh Sarswat, Independent Director	05340062
Mr. Sandeep S. Rathi, Independent Director	01996092
Smt. Sanju Tulsyan	00659808
Smt. Sneha Tulsyan	01686490

COMPANY SECRETARY

Mrs. Shweta Mehta

CHIEF FINANCIAL OFFICER

Mr. V K Vora

BANKERS

Canara Bank

Barclays Bank

AUDITORS

M/s. Patel Shah & Joshi

Chartered Accountants

REGISTERED OFFICE

415-416, Arun Chambers,

Tardeo Road,

MUMBAI - 400 034.

CIN: L45202MH1982PLC026737

PHONE: 022 - 6662 7383 / 84

EMAIL: sitaenterprisesltd@yahoo.com

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SITA ENTERPRISES LIMITED

NOTICE

Notice is hereby given that the Forty-first Annual General Meeting of the members of Sita Enterprises Ltd. will be held on Friday, the 27th September, 2024 at 3.00 PM through Video Conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”) to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the company for the year ended 31-03-2024 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 the Statutory Auditors of the company and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 and 142 of the Companies Act, 2013, other applicable provisions and recommendation of the board, Patel Shah & Joshi, Chartered Accountants (Firm Registration No. 107768W) be and are hereby re-appointed as the Auditors of the Company to hold office for an another term of five consecutive years commencing from the conclusion of the ensuing Annual General Meeting till the conclusion of Annual General Meeting of the Company to be held in year 2029 at such remuneration as may be mutually agreed between any of Directors of the Company and the Auditors.

Special Business:

4. Re-appointment of Mr. Ashok Tulsyan as Whole Time Director of the Company.

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

RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, and in accordance with the provisions of Section 152, 196, 203 and other applicable provisions if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof) read with Schedule V of the Companies Act, 2013, Mr. Ashok Tulsyan (Director Identification Number 00353156), Whole Time Director of the Company whose period of office is liable to expire on 29th September, 2024 and in respect of whom the Company has received a notice in writing from a Member proposing his re-appointment for the office of Whole Time Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby re-appointed as Whole Time Director of the Company for a further period of two years from 29th September, 2024 to 28th September, 2026.

5. Appointment of Mr. Girish Kumar Joshi (DIN 09659780) as an Independent Director of the Company.

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

RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and other applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule IV of the Act and other applicable provisions, based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Girish Kumar Joshi (DIN 09659780), who is eligible for being appointed as an independent director and in respect of whom a notice in writing pursuant to section 160 of the Act has been received, be and is hereby appointed as an independent director of the company for a term of five consecutive years from 27th September, 2024 to 26th September, 2029. Resolved further that Mr. Girish Kumar Joshi being an Independent Director shall not be required to retire by rotation as per the provisions of The Companies Act, 2013 and other applicable rules and regulations.

6. To consider and if thought fit, to pass with or without modifications, the following resolution as a Special Resolution:

“RESOLVED BY WAY OF SPECIAL RESOLUTION THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and rules made thereunder, SEBI (LODR) Regulation 37A and all other applicable provisions as amended from time to time and pursuant to the approval of the Board of Directors of the Company (the Board) and audit committee and subject to the shareholders’ approval for related party transaction, as required under section 188 of the Act and rules made thereunder and subject to requisite approval of Reserve Bank of India as per NBFCs regulations and compliances of such regulations, consent of the shareholders of the Company be and is hereby accorded to the Board for sale, transfer or otherwise disposal of company’s shareholding of 12,05,000 or lesser equity shares in Bombay Mercantile & Leasing Company Limited – CIN: U51900MH1984PTC032615 (BML) to Mr. Ashok Tulsyan, Smt. Sanju Tulsyan and Sita Offers And Bourse Expertise LLP at a consideration of Rs.50.46 per share amounting to Rs.608.05 Lakhs on total 1205000 shares, on such proportions, terms and conditions and in such manner as provided in the explanatory statement or as the Board may deem fit in the best interest of the Company.

RESOLVED FURTHER THAT the Board of Directors be and are hereby severally authorized to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to give effect to the above resolutions, with further powers to delegate all or any of the above authorities conferred to it to any officer(s)/authority(ies)/person(s) of the Company, including filing of necessary forms with the Registrar of Companies, RBI, Stock Exchanges or any other statutory bodies as may be required and to comply with all other requirements in this regard.”

7. To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and rules made thereunder, and all other applicable provisions as amended from time to time and pursuant to the approval of the Board of Directors of the Company (the Board) and audit committee and subject to requisite approval of Reserve Bank of India as per NBFCs regulations and compliances of such regulations consent of the shareholders of the Company be and is hereby accorded to the Board for sale, transfer or otherwise disposal of company’s shareholding of 12,05,000 or lesser equity shares in Bombay Mercantile & Leasing Company Limited – CIN: U51900MH1984PTC032615 (BML) to Mr. Ashok Tulsyan, Smt. Sanju Tulsyan, both directors of the company and Sita Offers And Bourse Expertise LLP, a LLP in which directors of the company are partners, all the three acquirers being related parties as per the said section 188 of the Act at a consideration of Rs. 50.46 per share amounting to Rs.608.05 Lakhs on total 1205000 shares, on such proportions, terms and conditions and in such manner as provided in the explanatory statement or as the Board may deem fit in the best interest of the Company.

RESOLVED FURTHER THAT the Board of Directors be and are hereby severally authorized to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to give effect to the above resolutions, with further powers to delegate all or any of the above authorities conferred to it to any officer(s)/authority(ies)/person(s) of the Company, including filing of necessary forms with the Registrar of Companies, RBI, Stock Exchanges or any other statutory bodies as may be required and to comply with all other requirements in this regard.

Mumbai
2nd September, 2024

By Order of the Board

Shweta Mehta
Company Secretary

NOTES:

1. This Annual General Meeting (AGM) of the members of the Company is being held through Video Conferencing (VC)/Other Audio-Visual Means (OAVM) in compliance with the MCA and SEBI Circulars. The facility for the appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to the Notice.
2. Corporate Members are requested to send a scanned copy (in PDF / JPG format) of the Board Resolution authorizing their representatives to attend the AGM, pursuant to Section 113 of the Act, through e-mail at pskalaagarwal@gmail.com or sitaenterprisesltd@yahoo.com with a copy marked to evoting@nsdl.co.in
3. The Registers of Members and Transfer Books of the Company in respect of the Equity Shares of the Company will remain closed from 21st September, 2024 to 27th September, 2024, both days inclusive.
4. The facility for making/varying/cancelling nominations is available to shareholders. Nominations/variations/cancellations can be made by giving notice in Form SH-13 and SH-14 which can be obtained from the Share Department of the Company or Share Transfer Agent or from the MCA website- www.mca.gov.in.
5. Members are requested to contact Link Intime India Pvt. Ltd. (LIPL), Share Transfer Agent of the Company, for consolidation of folios, transfer of physical shares into Demat form and other queries relating to their shares.
6. Shareholders whose KYC compliances are not complete as per SEBI Circular no. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2024/37 dated 16.03.2023 are requested to complete the requirements as per SEBI regulations.
7. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/ mobile number, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details and other changes, to their DPs in case of holdings in electronic form and to the LIPL in case of holdings in physical form.
8. In compliance with applicable provisions, notice of the AGM along with Annual Report 2023-24 is being sent through electronic mode, to those members whose email addresses are registered with the Company/ Depositories. These will also be available on the Company's website (www.sitaenterprises.com), BSE's website (www.bseindia.com) and NSDL website (www.evoting.nsdl.com). Members who have not registered their e-mail addresses are requested to register the same with their Depository Participants ("DP") in case the shares are held by them in electronic form and with LIPL in case of physical form shares.
9. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
10. Members desirous of registering themselves as speaker shareholder or obtaining information on accounts and operations of the Company, are requested to address their queries at sitaenterprisesltd@yahoo.com from 24th September, 2024 to 26th September, 2024 till 5.00 p.m. mentioning their name, demat account number/folio number, email id, mobile number, so that the same could be suitably answered at the meeting/by email.
11. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM, depending on availability of time.
12. The deemed venue for the Annual General Meeting shall be the registered office of the company. The AGM shall only be via VC/ OAVM, without any physical presence of shareholders at the said Registered Office.
13. In terms of section 108 of the Act read with applicable provisions, the Resolutions for consideration at this AGM will be transacted through remote e-voting (facility to cast vote prior to the AGM) and also e-voting during the AGM. The Board of Directors of the Company ('the Board') have engaged the services of NSDL for E-voting and for conducting the AGM.
14. Ms. Kala Agarwal (Membership No.5976), Practicing Company Secretary, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
15. The voting results along with the Scrutinizer's report shall be placed on the Company's website www.sitaenterprises.com and on the website of NSDL www.evotingnsdl.com and the same shall be communicated to the BSE Limited, where the shares of the Company are listed.
16. The required detail of the directors and auditors proposed to be appointed and re-appointed and the terms of their appointments are given in the Annexure forming part of the Notice.

17. The instructions for members for remote e-Voting prior to AGM, e-voting at AGM and for joining Annual General Meeting are annexed.
18. All documents referred to in the accompanying Notice and the Explanatory Statement along with the Register of Directors and Key Managerial Personnel and their shareholding, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under the Act shall be available for inspection. The required details of the Directors and auditors proposed to be re-appointed and the terms of proposed appointments are given in the Annexure forming part of the Notice. Members seeking to inspect such documents can send an email to sitaenterprisesltd@yahoo.com.
19. Re-appointment of auditors - Patel Shah & Joshi, Chartered Accountants (Firm Registration No. 107768W) were appointed as statutory auditors of the company in 2019 for a term of five years till the Annual General Meeting (AGM) of the current year. The company proposes to re-appoint them as the Auditors of the Company to hold office for another term of five consecutive years from conclusion of the ensuing AGM till the AGM of the year 2029. They have given a consent letter for their re-appointment and for their eligibility which is available at the registered office of the company for inspection. Detail of auditors seeking re-appointment is annexed. The Board recommends the resolution for approval by the Members.

20. Explanatory Statement Pursuant to Section 102 of The Companies Act, 2013 (“The Act”) :-

Item No. 4

Mr. Ashok Tulsyan was appointed as a Whole Time Director of the Company till 29-09-2024. It is proposed that his term may be further extended for a period of Two years. No remuneration, commission, allowances or other benefit shall be paid by the Company for this appointment. He holds the office as a director of the company subject to retirement by rotation and for re-appointment by the members. Mr Ashok Tulsyan does not hold any whole time position (Director or otherwise) in other Companies. Mr. Ashok Tulsyan, Mrs. Sanju Tulsyan, spouse of Mr. Ashok Tulsyan and Mrs. Sneha Tulsyan, daughter of Mr. Ashok Tulsyan are interested in this resolution. The Board recommends the resolution for approval by the Members.

Item No. 5

On the recommendation of the Nomination & Remuneration Committee the board of directors propose to appoint Mr. Girish Kumar Joshi (DIN 09659780) as an Independent Director of the company. Such appointment can be made for a period of five consecutive years from the date of appointment i.e. from 27th September, 2024. Notice under section 160 of the Companies Act has been received from a Shareholder proposing the name of Mr. Girish Kumar Joshi to be appointed as an Independent Director on the Board. He has given declaration of independence and other requisite letters and forms for his appointment as per applicable provisions. No Director, Key Managerial Personnel and their relatives are concerned or interested in the resolution proposing his appointment as an Independent Director on the Board of the Company. The Board recommends the resolution for approval by the Members.

Item No. 6 and 7

The company proposes to sell or dispose of its investment of 12,05,000 equity shares of face value of Rs 10/- each in Bombay Mercantile & Leasing Company Limited, an Associate Company of the Sita Enterprises Limited, to Mr. Ashok Tulsyan, Smt. Sanju Tulsyan and Sita Offers And Bourse Expertise LLP at the valuation rate of Rs.50.46 per share. The valuation has been determined by the approved valuer – Navigant Corporate Advisors Limited. The valuers have determined the fair value of shares of Bombay Mercantile & Leasing Company Limited as provided in Income Tax Rules wherein the fair value or market price of all assets owned by BML has been considered for the purpose. The board is of view that the valuation price determined by the valuers is the fair value for the shares of BML and the proposed sale is in the best interest of the company as substantial additional funds shall be released and available to the company for deployment.

Bombay Mercantile & Leasing Company Limited (BML) is a public limited company registered in India and incorporated under the provisions of the Companies Act, 1956 in the year 1984 in Maharashtra. BML is registered as a Non-Banking Financial Company with Reserve Bank of India as a non-systematic important NBFC not accepting or holding public deposits. It is classified as an Investment and Credit Company (NBFC-ICC) in the Base Layer Category as per RBI guidelines. BML is primarily engaged in Investments in shares, securities, mutual and other funds and financing through loans. The paid up capital of BML is Rs. 246 Lakhs divided into 24.60 Lakhs fully paid up equity shares of Rs. 10/- each. Sita Enterprises Limited (SEL) holds 12.05 Lakhs equity shares of BML. There is cross holdings of shares between BML and SEL with BML also holding 1025398 equity shares in the capital of SEL comprising 34.18% of equity capital of SEL.

Particulars of Shareholders of BML - Number of Shares held and Percentage of Total Shareholdings :-

Sita Enterprises Limited – 12,05,000 shares (48.98%),

Directors of SEL - Sanju Tulsyan - 1,50,000 shares (6.10%), Ashok Tulsyan – 97000 shares (3.95%), Sneha Tulsyan – 1,28,000 shares (5.20%)

LLPs in which directors of SEL are Partners - Sita Offers And Bourse Expertise LLP - 2,02,500 shares (8.23%), Tulsyan Products LLP - 5,45,000 shares (22.15%), Sita Equity LLP – 1,32,500 shares (5.39%).

Section 180(1)(a) of the Companies Act, 2013 mandates that the Board of Directors of the company shall exercise the power to sell, lease or otherwise dispose of the whole or substantially the whole of any undertaking(s) of the company, only with the approval of the members of the Company by way of a special resolution. Such sale or disposal may amount to sale of substantial interest in undertaking by the Company, your Directors propose resolution under section 180(1)(a) of the Companies Act, 2013 for the approval of the shareholders. In addition to the special resolution required under section 180(1)(a) regulation 37A of SEBI LODR (Listing Obligations and Disclosure Requirement) additionally requires approval from majority of public shareholders who are not in any way interested in the transaction. Mr. Ashok Tulsyan, Sanju Tulsyan and Sneha Tulsyan all directors of the company are interested parties within the meaning of The Companies Act, 2013. None of the other directors and key managerial personnel of the Company and any relatives of such director or key managerial personnel are in any way concerned or interested in this resolution, financially or otherwise. The Board is of opinion that the aforesaid proposal is in the best interest of the company and as such recommends passing of the special resolution as per item no. 6 of notice for approval of the members.

Pursuant to the proposed sale of company's holding in Bombay Mercantile & Leasing Company Limited (BML) undertaken by the Company, the Audit Committee of the Company ("Audit Committee") and the Board of Directors of the Company ("Board"), at their respective meetings held on 02nd September, 2024, approved the sale or disposal of Company's shareholding of 1205000 or lesser in its associate company, BML to Mr. Ashok Tulsyan, Smt. Sanju Tulsyan and Sita Offers And Bourse Expertise LLP ("the Acquirers"), related parties as per section 188 of The Companies Act, 2013 at the rate of Rs.50.46 per share amounting to Rs. 608.05 Lakhs for sale or disposal of 1205000 equity shares of BML.

Accordingly, the resolution for Proposed Sale has been placed before the shareholders of the Company for their approval. The directors of the company along with their relatives and associates shall not vote for this resolutions as prescribed under the provisions of Section 188 of the Companies Act, 2013. The Board recommends passing of the resolution as per item no. 7 of notice for approval of the members.

Additional information required to be disclosed pursuant to Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and SEBI (LODR) is as follows:

Sr. No	Particulars	Details
1	The name of the related party and nature of relationship	a. Ashok Tulsyan – Director of the company b. Sanju Tulsyan - Director of the company c. Sita Offers And Bourse Expertise LLP – A LLP in which directors of the company are partners
2	The nature, duration of the contract and particulars of the contract or arrangement	Sale of 1205000 or Lesser Equity Shares of Bombay Mercantile & Leasing Company Limited (BML) an Associate Company.
3	The material terms of the contract or arrangement including the value, if any	Sale of Equity Shares at the rate of Rs.50.46 per share amounting to Rs. 608.05 Lakhs for 1205000 Equity Shares of BML
4	Any advance paid or received for the contract or arrangement, if any;	Nil
5	The manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract;	The consideration price has been determined by Approved valuers after considering the fair / market value of shares of BML as prescribed by the provisions of Income Tax Act and other regulations.
6	Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors;	All factors relevant to the contract have been considered.
7	Object of such disposal	To augment the working capital needs of the company.
8	Commercial rationale of such disposal and use of proceeds arising therefrom	The valuation has been carried out as per applicable income tax and other laws by approved valuers. The proceeds of sale shall be used for the working capital requirements of the company.
9	Any other information relevant or important for the Board to take a decision on the proposed transaction.	Nil

Detail of Directors Seeking Appointment / Re-appointment at the AGM.

Name	Sanju Tulsyan	Ashok Tulsyan	Girish Kumar Joshi
DIN	00659808	00353156	09659780
Date of Birth / Age	27/01/1963 – 61 years	21/03/1957 – 67 years	14/03/1991 – 33 years
Date of First Appointment	20/12/1993	16/01/1989	Proposed from ensuing AGM.
Expertise	General Management	NBFC Business	Finance & Taxation
Qualification	-	B.Com (Hons.), FCA	Chartered Accountant
No. of Shares held	63900	1,30,500	Nil
No. of Board meetings Attended	6	6	Nil
Category	Promoter Director	Whole Time Director	Independent Director
Relationship with other directors	(Spouse of Mr. Ashok Tulsyan, Mother of Sneha Tulsyan - Promoter Directors in the Company)	Spouse of Mrs. Sanju Tulsyan, father of Sneha Tulsyan - Promoter Directors in the Company	Nil
Other Listed Companies in which Directorship held	Nil	Nil	*
Chairman / Member of the Committees of other Companies	Nil	Nil	**
Remuneration Drawn	Nil	Nil	No Remuneration only sitting fees to be paid
Resignation in past three years as director of any listed entity.	Nil	Nil	Nil

* Director in - Benchmark Computer Solutions Limited, Kundan Edifice Limited and Integrated Personnel Services Limited

** Chairman / Membership of the Committees – (1) Benchmark Computer Solutions Limited – Member of Nomination and Remuneration Committee and Audit Committee, Chairman of Stakeholder Committee (2) Kundan Edifice Limited – Member of Nomination and Remuneration Committee and Stakeholders Committee. (3) Integrated Personnel Services Limited – Member of Nomination and Remuneration Committee

Detail of Auditors proposed to be Re-Appointment at the AGM.

Sr. No.	Particulars	Details
1	Reason for Change	Re-appointment
2	Date of Re-appointment & Terms of Re-appointment	Re-appointment shall be effective from the conclusion of the ensuing 41 st Annual General Meeting (AGM) and shall be for a period of 5 years till the conclusion of the 46th AGM of the Company and as per terms of the resolution to be approved by the shareholders.
3	Brief Profile	M/s. Patel Shah & Joshi, Chartered Accountants [Firm registration No. 107768W], (“the Audit Firm”) was established in the year 1962. The Audit Firm is registered with the Institute of Chartered Accountants of India (ICAI) and has a Peer Review certificate valid till 31-10-2025. The Firm is engaged primarily in providing audit and assurance services and tax services to clients.

By order of the Board

Mumbai
2nd September, 2024

Shweta Mehta
Company Secretary

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on Tuesday, the 24th day of September, 2024 at 09:00 A.M. and ends on Thursday, the 26th day of September, 2024 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 20th September, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 20th September, 2024.

How do I vote electronically using NSDL e-Voting system?


The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDEAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDEAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. 
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID : For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID : For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company : For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “[Forgot User Details/Password?](#)”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) [Physical User Reset Password?](#)” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.
How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to peskalaagarwal@gmail.com or sitaenterprisesltd@yahoo.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Shri Sanjeev Yadav at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to sitaenterprisesltd@yahoo.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to sitaenterprisesltd@yahoo.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. [Login method for e-Voting for Individual shareholders holding securities in demat mode](#).
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

5. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
6. Members are encouraged to join the Meeting through Laptops for better experience.
7. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
8. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
9. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at sitaenterprisesltd@yahoo.com. The same will be replied by the company suitably.
10. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e. 20th September, 2024, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on toll free no. **022 - 4886 7000 and 022 - 2499 7000**. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. 20th September, 2024 may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".

D I R E C T O R S ' R E P O R T

To The Members:

Your Directors have pleasure in submitting the **Forty-first** Annual Report of the Company together with the audited Annual Accounts showing the financial position of the Company for the year ended on 31st March 2024.

Management Discussion & Analysis

i) Industry structure and development: The company is a Non-Systemically Important Non-Deposit taking Non-Banking Finance Company (NBFC) registered with Reserve Bank of India Act, 1934. The company is engaged in investments and finance.

ii) Opportunities & Threats: The Company keeps a close watch on the trends in industry for making investments and giving loans in accordance with its size of operations considering the possible threats including external ongoing factors.

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

iv) Outlook – The Company being engaged in investment and finance business faces challenges and opportunities in the capital and finance market. The company has been able to achieve good performance during the financial year 2023-2024. There are challenges in future for interest rates movement and volatility in stock market. The volatility in stock indices represents both an opportunity and challenge for the Company. The company continues to see movements in the market and uses periods of weakness as investment opportunities for long term.

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, and to assess that the workflow of the 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 Lakhs
Gross Income	317.11
Gross Operating Profit	295.71
Provision for Taxation	14.12
Profit After Tax	281.59

Dividend and Transfer to Reserves

Your Directors do not recommend any dividend for the year ended on 31st March 2024. An amount of Rs. Two Crore Fifty Lac has been transferred from surplus balance in Statement of Profit and Loss to general reserve during the year. An amount of Rs. Fifty Six Lakhs Fifty Thousand has been classified as special reserve as per RBI guidelines.

Directors and Key Managerial Personnel

Mr. Sandeep Rathi, an Independent Director of the company retires on 29th September 2024 after completing his ten years term of appointment. The board wishes to acknowledge the valuable contribution made by Mr. Rathi during his tenure as Independent Director.

On the recommendation of the Nomination & Remuneration Committee, the board of directors propose to appoint Mr. Girish Kumar Joshi (DIN 09659780) as an Independent Director of the company for a period of consecutive five years subject to approval of shareholders at the ensuing Annual General Meeting (AGM).

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

The re-appointment of Mr. Ashok Tulsyan as a Whole Time Director for further period of two years shall also be placed for consideration of shareholders at the ensuing AGM. The appointment of Mr. Ashok Tulsyan as Whole Time Director shall continue to be without any remuneration, perks or benefits payable to him.

During the year six board meetings were convened and held.

The Independent Directors of the company have given declarations under Section 149(7) of the act that they meet the criteria of independence as provided under Section 149(6) of the Act.

Apart from sitting fees paid to the independent directors no other remuneration is paid to directors. Commensurate with the 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 the Board and its committees, culture, execution and performance of specific duties, obligation and governance.

NBFC Activities

The Company is classified as an Investment and Credit Company (NBFC-ICC) as per RBI guidelines under the base category. The Company is not accepting/holding public deposits and as such no amount on account of principal or interest on public deposit was outstanding on the date of balance sheet. Further the company has not accessed any public borrowings or funds.

Particulars of Loans, Guarantees or Investment

The Company being an NBFC registered with Reserve Bank of India, 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, Mr. Mukesh Sarswat and Mr. A. Tulsyan as members. All recommendations of the 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 act:

- That in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanations 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.
- e. That the directors have laid down internal financial controls to be followed by the company and that such internal financial controls were adequate and operating effectively.
- f. That the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

Related Party Transactions

Related party transactions were on arm's length basis and were in the ordinary course of the business. Details of the transactions with Related Parties are provided in the accompanying financial statements. There was no transaction during the year which would require to be reported in Form AOC.2.

Statutory Auditors

M/s. Patel Shah & Joshi, Chartered Accountants, are the statutory auditors of the company. There are no qualifications, reservations or adverse remarks or disclaimers made by Statutory Auditors in their Report on the financial statements for the period. Their term of appointment for five years is up to the ensuing AGM. On the recommendation of audit committee the proposal for their re-appointment for another term of five years shall be placed before the shareholders at the ensuing Annual General Meeting.

Secretarial Auditors

Priyanka Borana, the secretarial auditors, has given a Secretarial Audit Report in form MR3 for the period. There are no qualifications, reservations or adverse remarks or disclaimers made by her in the Report.

Risk Management Policy

Commensurate with its 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 considering the possible threats due to external factors.

Disclosures with respect to Demat Suspense Account/ Unclaimed Suspense Account

Number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year – NIL, Number of shareholders who approached listed entity for transfer of shares from suspense account during the year – NIL, Number of shareholders to whom shares were transferred from suspense account during the year – NIL, Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year – NIL.

Declaration that the voting rights on shares in the suspense account shall remain frozen till the rightful owner of such shares claims the shares – Not Applicable

Corporate Social Responsibility

It is your company's belief that its primary goal is to fulfill responsibility towards all its 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 and submission of corporate governance report 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.

Annual Return

As per Section 92 of the Companies Act, 2013, the copy of annual return of the company has been placed on the website of the company and can be accessed at www.sitaenterprises.com.

Subsidiaries, Associates and Joint Ventures

The company does not have any subsidiary or joint venture. The company has an associate company namely - Bombay Mercantile & Leasing Company Ltd (BML). The accounts of this associate concern have not been consolidated with that of the company as there is no requirement for the same as per provisions of Accounting Standard - Ind (AS) 28 for the reasons mentioned in the prescribed form AOC- I, annexed separately. A proposal for sale or disposal of company's holdings in BML is being placed before shareholders at the ensuing AGM.

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 Act.

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.

The company prepares its financial statements as per Indian Accounting Standard (IndAS). Secretarial Standards issued by The Institute of Company Secretaries of India, applicable to the company are complied with.

The shares of the company are listed at BSE Limited (Bombay Stock Exchange). The company has paid the due listing fees to the exchange.

There have been no other 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. During the year - there has been no change in nature of business conducted by the company, there has been no change in share capital, no share has been transferred in suspense account, no fraud has been reported to the audit committee, no order or penalty was passed against the company by any authority. The company has adopted adequate measures for prevention of insider trading.

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 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 cooperation extended by employees, customers, bankers, and all other constituents.

On behalf of the Board

Mumbai, 2nd September, 2024

A. Tulsyan	S. Tulsyan
Director	Director
DIN:00353156	DIN:00659808

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.**

- (i) The Ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2023-2024 [Not Applicable – Please see note Below.]
- (ii) 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 2023-24. Mr. V.K.Vora- Chief Financial Officer (increase) 8.47%, Company Secretary (increase) 1.88%.
- (iii) The percentage increase / decrease in the median remuneration of employees in the financial year 2023-24 (Increase) 1.88%
- (iv) The number of permanent employees on the rolls of Company- Five
- (v) The explanation on the relationship between average increase / decrease in remuneration and Company performance (Profit before tax increases by 543.55%). The overall increase in remuneration was 28.21%.
- (vi) Comparison of the remuneration of the Key managerial Personnel against the performance of the Company. [Not Applicable – Please see note Below.]
- (vii) Variations in the market capitalization of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase 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 Capital as on 31-03-2023 was Rs.476.70 Lakhs and as on 31-03-2024 was Rs.1,247.70 Lakhs. EPS as on 31-03-2023 was Rs.1.42 and as on 31-03-2024 was Rs.9.39. The last public offer for equity shares of the company was an offer for sale made in 1994-95 for 7.5 Lakhs equity shares of Rs. 10/- each at par. The market quotation (BSE Closing price of a single equity share of company as on 31-03-2024 was Rs. 41.59 representing a 161.73% increase from the closing price as on 31-03-2023.
- (viii) Average percentiles 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 below.]
- (ix) The comparison of each remuneration of Key Managerial Personnel against the performance of the Company during the Financial Year 2023-2024 is as: [The amount paid to key managerial personnel during the year was 1.84% of total gross revenue and 2.07% of profit after tax.]
- (x) The key parameters for any variable component of remuneration availed by the Directors. [Not Applicable – Please see note Below.]
- (xi) 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 Below.]
- (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 Below.]

NOTES

Apart from sitting fees of Rs.60,000/- paid to independent directors no remuneration was paid to directors. Payments to Key Managerial Personnel (KMP) – Rs.1,80,000/- to Company Secretary and Rs. 4,05,366/- to CFO. The company maintains the minimum number of employees for day-to-day affairs and this remuneration is in line with the basic needs. Clause no. i, vi, viii, x, xi, xii are not applicable / relevant / material. 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 are required to be furnished.

For and on behalf of the Board

A Tulsyan
Director

S. Tulsyan
Director

Mumbai, 2nd September 2024

AOC - I

Statement pursuant to Section 129(3) of the Companies Act, 2013 related to subsidiaries or Associates Companies or Joint Ventures.

Part – A – Subsidiaries – Not Applicable (No Subsidiary)

Part – B – Associates

Name of Associates	Bombay Mercantile & Leasing Company Ltd.
1. Latest audited Balance Sheet Date	31/03/2023
2. Date on which the Associate was associated	01/04/2002
3. Shares of Associate Company held by the company on the year end	
Number of Shares	12,05,000
Amount of Investment in Associates (Rs. in Lakhs)	180.75
Extent of Holding (in percentage)	48.98
4. Description of how there is significant influence	No significant influence as per Ind AS 28
5. Reason why the associate is not consolidated	* As per note below
6. Net worth attributable to shareholding as per latest audited Balance Sheet (Rs. in Lakhs)	418.60
7. Profit or Loss for the year (Rs. in Lakhs)	6.45
<i>i. Considered in Consolidation (Rs. in Lakhs)</i>	-
<i>ii. Not Considered in Consolidation (Rs. in Lakhs)</i>	6.45

* The company, Sita Enterprises Limited does not have significant influence over Bombay Mercantile and Leasing Company Ltd. in terms of provisions of Accounting Standard - Ind AS 28 as there is no- (a) Representation on the board of directors or equivalent governing body of the investee; (b) participation in policy making processes, including participation in decisions about dividends or other distributions ; (c) material transactions between the entity and its investee; (d) interchange of managerial personnel; or (e) provision of essential technical information.

Joint Ventures – Nil

Name of Associates or joint ventures which are yet to commence operation – NA

Name of Associates or joint ventures which have been liquidated or sold during the year – NA

For and on behalf of the Board

A Tulsyan
Director

S. Tulsyan
Director

Shweta Mehta
Company Secretary

V K Vora
Chief Financial Officer

Mumbai, 30th May, 2024

SECRETARIAL AUDIT REPORT**FOR THE FINANCIAL YEAR ENDED 31.03.2024****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
(CIN: L45202MH1982PLC026737)
415/416, Arun Chambers,
Tardeo Road, Mumbai, 400034.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. SITA ENTERPRISES LIMITED**, (hereinafter called the "company"). The Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification on test check basis of the **M/s. SITA ENTERPRISES LIMITED**, books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on **31st March, 2024** 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:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **M/s. SITA ENTERPRISES LIMITED** for the financial year ended on **31st March, 2024** according to the applicable 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-laws framed there under;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable during the year:-
 - a. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - b. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
 - c. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, read with the Company's Code of Conduct for Regulating, Monitoring and Reporting of Trading by Designated Person ("Code of Conduct");
 - d. Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
 - e. Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009;
 - f. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018. **the regulation is not applicable during the Financial Year 2023-24**
 - g. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **the regulation is not applicable during the Financial Year 2023-24**
 - h. The Securities and Exchange Board of India (Debenture Trustee) Regulations, 1993 (in relation to obligation of Issuer Company); **the regulation is not applicable during the Financial Year 2023-24**
 - i. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021
 - j. The Securities and Exchange Board of India (Delisting of Equity Shares), Regulations, 2021; **the regulation is not applicable during the Financial Year 2023-24** and
 - k. The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 : **the regulation is not applicable during the Financial Year 2023-24**
6. The Management has identified and confirmed that the other laws as specifically applicable to the Company are prima facie complied and it has proper system to comply with the provisions of the respective Acts, Rules and Regulations;
7. I have also examined compliance with the applicable clauses of the following:

- I. Secretarial Standards with regard to the Meeting of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India.
- II. The Listing Agreements entered into by the Company with BSE Limited Stock Exchange of India and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During The year under review, I am of the opinion that the Company has complied with the provisions of the act, rules, regulations and guidelines mentioned above.

I further report that, based on the information provided by the company, its officers and authorised representative during the conduct of the audit, and also on the review of reports by CS/CFO and Statutory Auditor of the company, in my opinion, adequate systems and processes and control mechanism exist in the company to monitor and ensure compliance with applicable general laws.

I further report, that I have not examined the Financial Statements, Financial Books & Related financial Act like Income Tax, Sales Tax, Value Added Tax, Goods and Service Tax Act, ESIC, Provident Fund and Professional Tax, Related Party Transactions etc. For these matters, I rely on the report of statutory auditor's and their observations, if any, and notes on accounts in Financial Statement for the year ended 31st March, 2024.

I further report that 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 if any, that took place during the period under review were carried out in compliance with the provisions of the Act.

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

As per the minutes of the meetings duly recorded and signed by the chairman, the decisions of the board were unanimous and no dissenting views have been recorded.

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

I report further that, during the audit period, there were no specific events/actions in pursuance of the aforesaid laws, rules, regulations, etc. having a major bearing on the company's affairs.

Name of PCS : Priyanka Borana
ACS No.: 57839
C P No.: 26586
UDIN No.: A057839F000769143
PR: 3673/2023

Place: Nashik
Date: 18/07/2024

This report is to be read with our letter dated 18th July, 2024 which is annexed and forms an integral part of this report.

To,
The Members,
SITA ENTERPRISES LIMITED
(CIN: L45202MH1982PLC026737)
415/416, Arun Chambers,
Tardeo Road, Mumbai - 400034.

Our Secretarial Audit report dated 18th July, 2024 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 considered 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 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. 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 procedures 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.

Name of PCS : Priyanka Borana
ACS No.: 57839
C P No.: 26586
UDIN No.: A057839F000769143
PR: 3673/2023

Place: Nashik
Date: 18/07/2024

Independent Auditor's Report

To the Members of
Sita Enterprises Limited
Report on the audit of financial statements

Opinion

We have audited the accompanying standalone financial statements of Sita Enterprises Limited ("the Company"), which comprise the balance sheet as at March 31 2024, the statement of profit and loss, the statement of changes in equity and the cash flow statement for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the financial statements").

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 Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standard (Ind-AS) and accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, its profit including other comprehensive income, the changes in equity and its cash flows for the year ended on that date.

Basis for opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's responsibilities for the audit of the financial statements' section of our report. We are independent of the Company in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Ind-AS financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements for the financial year ended March 31, 2024. These matters, if any, are addressed in the context of our audit of the financial statements, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined that there are no such key audit matters to be communicated in our report.

Other Information

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the annual report, but does not include the financial statements and our auditor's report thereon. The annual report is expected to be made available to us after the date of this auditor's report. Our opinion on the standalone financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. When we read the annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take appropriate action as applicable under the relevant laws and regulations.

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 Act with respect to the preparation of these financial statements that give a true and fair view of the financial position,

financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. 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 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.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken based on these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We are also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has an adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication

Report on Other Legal and Regulatory Requirements

- I. As required by the Companies (Auditor's Report) Order, 2020 ("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 A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
- II. 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, statement of changes in equity and the statement of cash flows 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 Companies (Indian Accounting Standards) Rules, 2015, as amended;
 - e) On the basis of the written representations received from the directors as on March 31, 2024, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024 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 with reference to these financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure B" to this report;
 - g) In our opinion, the managerial remuneration for the year ended March 31, 2024, has been paid / provided by the Company to its directors in accordance with the provisions of section 197(16) read with Schedule V to the Act;
 - h) 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, as amended in our opinion and to the best

of our information and according to the explanations given to us:

- i. The Company did not have any pending litigation which impact on its financial positions;
- ii. The Company did not have any long-term contracts including derivative contracts having any material foreseeable losses; and
- iii. There are no amounts required to be transferred to the Investor Education and Protection Fund by the Company.
- iv. (a) The management has represented, that, to the best of its knowledge and belief, other than as disclosed in notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries
 - (b) The management has represented, that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
 - (c) Based on the information and details provided and other audit procedures followed, nothing has come to our notice that has caused us to believe that the representations under sub clause iv(a) and (b) contain any material misstatement.
- v. The Company has not declared or paid any dividend during the year.
- vi. Apart from sitting fees paid to the independent directors the company has not paid any remuneration to directors and as such reporting under section 197(16) of The Companies Act, 2013 is not applicable to the company.
- vii. Based on our examination which included test checks, the Company has used an accounting software with respect to maintenance of its books of account on electronic basis which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with.

For **Patel Shah & Joshi**
Chartered Accountants,
Firm Registration No.107768

JayantI. Mehta
Partner

Membership No. 42630
UDIN: 24042630BKATJL5383

Mumbai, 30th May 2024

Annexure - A to the Independent Auditor's Report

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 does not have any asset group as Property, Plant and Equipment. The Company does not have any intangible assets and right of use assets.
(b) The clause i (b) of the order is not applicable to the company.
(c) According to the information and explanations given to us, and on the basis of examination of records, the title deeds of all immovable properties disclosed in financial statements as Investment Properties are held in the name of the Company.
(d) The clause i (d) of the order is not applicable to the company.
(e) There are no proceedings initiated or pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- ii. (a) The Company's business does not involve inventories and accordingly, the requirements under clause 3(ii)(a) of the Order is not applicable to the Company
(b) The Company has not been sanctioned any working capital limits from banks and financial institutions and has not borrowed any funds from lenders and as such the quarterly returns or statements are not required to be filed by the Company and clause 3(ii)(b) of the Order is not applicable.
- iii. During the year the company has made investments in and granted unsecured loans to companies, firms, Limited Liability Partnerships or any other parties. The Company has not provided guarantees or securities during the year.
(a) As the Company is a Non-Banking Finance Company (NBFC) holding Certificate of Registration from Reserve Bank of India and having its principal business to give loans and make investments, hence clause iii (a) and iii (e) of the Order are not applicable to the Company.
(b) In our opinion and according to information and explanation given to us the investments made and terms and conditions on which the loan are given were prima facie not prejudicial to the interest of the Company.
(c) Loans given by the company are repayable on demand. The repayments of principal amounts and interest are generally regular. During the year loans which were overdue for more than ninety days and classified as other loans amounting to Rupees Eighty Lakhs were fully recovered. Interest on such loans was not recovered and was not provided for in books.
(d) All loans given by the company amounting to Rs. 354 Lakhs as on 31-03-2024 are repayable on the demand. No loans were granted to Promoters, related parties as defined in clause (76) of section 2 of the Companies Act, 2013.
- iv. According to the information and explanations given to us and the records of the Company examined by us, the Company has complied with the provisions of Section 185 and Section 186 of the Act in respect of loans granted and investments made, wherever applicable for NBFCs. The Company has not given guarantees and provided security.
- v. The Company has not accepted any deposits or amounts which are deemed to be deposits, from the public within the directives issued by Reserve Bank of India and within the meaning of Sections 73 to 76 of the Act and the rules framed thereunder.
- vi. According to information and explanation given to us, the Central Government of India has not prescribed the maintenance of cost records under Section 148(1) of the Act, for any of the activities carried on by of the Company
- vii. According to the records of the Company examined by us and information and explanations given to us:
 - a) The company is regular in depositing Undisputed statutory dues of income tax and other applicable taxes. The provision relating to custom duty, provident fund, employees' state insurance, Goods and service tax are currently not applicable to the Company.
 - b) There are no amounts of any statutory dues which are yet to be deposited on account of any dispute.
- viii. There are no such transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- ix. (a) According to the records of the Company examined by us and the information and explanations given to us, the Company has not borrowed any funds from government, banks, financial institution and other parties. The Company has not issued debentures during the year.
(b) According to the records of the Company examined by us, and information and explanations given to us, the Company is not declared wilful defaulter by any bank or financial institution or any other lender.
(c) According to the records of the Company examined by us, and information and explanations given to us, the Company has not taken any term loan during the year and there are no outstanding term loans at the beginning of the year and hence, reporting under clause 3(ix)(c) of the Order is not applicable.
(d) According to the records of the Company examined by us, and information and explanations given to us, no funds have been raised on short term basis by the company during the year.
(e) According to the records of the Company examined by us, and information and explanations given to us, the Company has not taken any funds from any entities to meet obligations of its associates. There are no subsidiaries and joint venture of the company.
(f) According to the records of the Company examined by us, and information and explanations given to us, the Company has not raised any loans during the year on the pledge of securities held in its associate and there are no subsidiary and joint venture.
- x. (a) In our opinion and according to the information and explanations given to us, the Company has not raised any money by way of initial public offer or further public offer (including debt instruments) and hence reporting on clause 3(ix)(f) of the Order is not applicable.
- xi. (a) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of fraud by the Company or on the Company, noticed or reported during the year, nor have been informed of any such case by the Management.
(b) No report under sub-section (12) of section 143 of the Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.
(c) According to the records of the Company examined by us, and information and explanations given to us, there are no whistle blower complaints received during the year.
- xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company and the Nidhi Rules, 2014 are not applicable to it. Hence clause (xii) (a), (b) and (c) of the Order are not applicable.
- xiii. According to the information and explanations given to us and based on our examination of the records the Company is in compliance with Sections 177 and 188 of the Act in respect of transactions with the

related parties, if any, and details of such transactions have been disclosed in the standalone Ind AS financial statements as required by the applicable Accounting Standard.

- xiv. (a) During the year, Internal audit has been carried out by the Independent firm of Chartered accountants. In our opinion and according to the information and explanations given to us, the scope and coverage is commensurate with the size of the Company and the nature of its business.
- (b) We have considered the internal audit reports for the year under audit, issued by Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
- xv. According to the records of the Company examined by us, and information and explanations given to us, the Company has not entered into non-cash transactions with directors or persons connected with him and hence provisions of section 192 of the Act are not applicable to the Company.
- xvi. (a) The Company is registered as Non-Banking Financial Institution (NBFI) and is holding a certificate of registration (CoR) from Reserve Bank of India to carry on business of NBFI in terms of Sec 45-IA of the RBI Act, 1934.
- (b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
- xvii. According to the records of the Company examined by us, and information and explanations given to us, the Company has not incurred cash losses neither in the current financial year nor in the immediately preceding financial year.
- xviii. There has been no resignation of statutory auditor during the year, hence clause 3(xviii) of the Order is not applicable.
- xix. On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, the auditor's knowledge of the Board of Directors and management plans, there is no material uncertainty that exists as on the date of the audit report and that the Company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.
- xx. The provisions of section 135 of the Companies Act, 2013 are not applicable to the company.

For **Patel Shah & Joshi**
Chartered Accountants
Firm Registration No. 107768W

Jayant I. Mehta
Partner
Membership No. 42630
UDIN: 24042630BKATJL5383

Mumbai, 30th May 2024

Annexure – B

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, 2024, 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 judgment, 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 authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized 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, 2024, 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 **Patel Shah & Joshi**
Chartered Accountants,
Firm Registration No.107768W

Mumbai, 30th May 2024

Jayant I. Mehta
Partner
Membership No. 42630
UDIN: 24042630BKATJL5383

SITA ENTERPRISES LIMITED

BALANCE SHEET AS AT 31ST MARCH, 2024

			Rs. in Lakhs		
P A R T I C U L A R S	Note No.	As at 31-March-2024	As at 31-March-2023		
I ASSETS					
1 Financial Assets					
Cash and Cash Equivalents	5	8.36	18.18		
Loans	6	354.14	327.00		
Investments	7	943.81	570.21		
Other Financial Assets	8	21.70	-		
		1,328.01	915.39		
2 Non Financial Assets					
Current Tax Assets (Net)		11.14	11.07		
Investment Property	9	113.63	235.53		
		124.77	246.60		
TOTAL ASSETS		1,452.78	1,161.99		
II LIABILITIES AND EQUITY					
1 Liabilities					
Financial Liabilities					
Sundry Payables		0.19	0.14		
Non Financial Liabilities					
Current Tax Liabilities		14.25	5.10		
Contingent Provisions		2.50	2.50		
Total Liabilities		16.94	7.74		
2 Equity					
Equity Share Capital	10	300.00	300.00		
Other Equity	11	1,135.84	854.25		
Total Equity		1,435.84	1,154.25		
TOTAL LIABILITIES AND EQUITY		1,452.78	1,161.99		

Notes forming part of the financial statements - 1 to 18

As per our report attached

For PATEL SHAH & JOSHI
Firm Registration No. 107768W
Chartered Accountants

Jayant I. Mehta
Membership No: 42630
Partner

MUMBAI, 30th May, 2024

For and on behalf of the Board

A.Tulsyan
Director
DIN:00353156

S.Tulsyan
Director
DIN:00659808

Shweta Mehta
Company Secretary

V K Vora
Chief Financial Officer

SITA ENTERPRISES LIMITED

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2024

			Rs. in Lakhs
P A R T I C U L A R S	Note No.	Year Ended 31-March-2024	Year Ended 31-March-2023
I INCOME			
Revenue from Operations			
Interest Income	12	47.48	38.31
Dividend Income	13	7.04	3.79
Net gain on fair value changes	14	262.49	26.08
Total Revenue from Operations		317.01	68.18
Other Income		0.10	-
Total Income		317.11	68.18
II EXPENSES			
Impairment on Financial Instruments	15	-	7.00
Employee Benefit Expense	16	9.68	7.55
Other Expenses	17	11.72	7.68
Total Expenses		21.40	22.23
III Profit before Exceptional Items and Tax		295.71	45.95
IV Exceptional Items		-	-
V Profit before Tax		295.71	45.95
VI Tax Expense			
(1) Current tax		14.25	5.10
(2) Deferred tax		-	-
(3) Income tax for earlier year		(0.13)	(1.76)
Total Tax		14.12	3.34
VII Profit for the year		281.59	42.61
VIII Other Comprehensive Income		-	-
IX Total Comprehensive Income for the year		281.59	42.61
X Earning per equity share (Face Value of Rs.10):			
(1) Basic (in Rs.)		9.39	1.42
(2) Diluted (in Rs.)		9.39	1.42

Notes forming part of the financial statements - 1 to 18

As per our report attached

For PATEL SHAH & JOSHI
Firm Registration No. 107768W
Chartered Accountants

Jayant I. Mehta
Membership No: 42630
Partner

MUMBAI, 30th May, 2024

For and on behalf of the Board

A.Tulsyan
Director
DIN:00353156

S.Tulsyan
Director
DIN:00659808

Shweta Mehta
Company Secretary

V K Vora
Chief Financial Officer

SITA ENTERPRISES LIMITED

STATEMENT OF CASH FLOW FOR THE YEAR ENDED 31ST MARCH 2024

	Rs. in Lakhs	
P A R T I C U L A R S	For the Year Ended 31-March-2024	For the Year Ended 31-March-2023
Cash Flow from Operating Activities:	-	-
Net profit before tax and Extraordinary items	295.71	45.95
Adjustments for:	-	-
Net (gain) / loss on investments	(262.49)	(26.08)
Depreciation	-	-
(Profit)/Loss on sale of fixed assets	-	-
Operating Profit Before Working Capital Changes	33.22	19.87
Adjustments for:		
(Increase) / Decrease in Loans	(27.14)	(3.00)
(Increase) / Decrease in Other Financial Assets	(21.70)	-
(Increase) / Decrease in Current Tax Assets (Net)	(0.07)	(1.72)
Increase / (Decrease) in Financial Laibiliies	0.05	(0.05)
Increase / (Decrease) in Non Financial Liabilities	9.15	(0.10)
Cash Generated from Operations	(6.49)	15.00
Direct Taxes paid	(14.12)	(3.34)
Net Cash from Operating Activities.....A	(20.61)	11.66
 Cash Flow from investing Activities		
Purchase of Fixed Asset	-	-
Sale of Fixed Assets	-	-
Purchase of Investment	(857.54)	(14.73)
Sale of Investment	868.33	12.11
Net Cash Used in Investing Activities.....B	10.79	(2.62)
Cash Flow from Financing Activities:		
Net Cash Flow from Financing Activities.....C		
Net increase/(decrease) in Cash and Cash equivalents (A+B+C)	(9.82)	9.04
Cash and Cash equivalents Opening Balance	18.18	9.14
Cash and Cash equivalents Closing Balance	8.36	18.18

Note: Figures in brackets represent outflows.
Notes forming part of the financial statements - 1 to 18

As per our report attached

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Jayant I. Mehta
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Shweta Mehta **V K Vora**
Company Secretary Chief Financial Officer

SITA ENTERPRISES LIMITED

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2024

Rs. in Lakhs

A. EQUITY SHARE CAPITAL				
PARTICULARS	Note	31-March-2024	31-March-2023	
Balance at the beginning of the reporting period	18.10	300.00	300.00	
Changes in equity share capital due to prior period errors		-	-	
Restated balance at the beginning of the current reporting period		300.00	300.00	
Changes in equity share capital during the year		-	-	
Balance at the end of the reporting period		300.00	300.00	

B. OTHER EQUITY				
PARTICULARS	Reserves and Surplus			Total Other Equity
	General Reserve	Special Reserve	Retained Earnings	
Balance as at 01/04/2022	431.50	168.00	212.14	811.64
Profit for the year 2022-23	-	-	42.61	42.61
Other comprehensive income for the year (net of tax)	-	-	-	-
Transfer to special reserves from general reserves & retained earnings	-	9.00	(9.00)	-
Transfer to general reserves from retained earnings	1.00	-	(1.00)	-
Balance as at 31/03/2023	432.50	177.00	244.75	854.25
Balance as at 01/04/2023	432.50	177.00	244.75	854.25
Profit for the year 2023-24	-	-	281.59	281.59
Other comprehensive income for the year (net of tax)	-	-	-	-
Transfer to special reserves from retained earnings	-	56.50	(56.50)	-
Transfer to general reserves from retained earnings	250.00	-	(250.00)	-
Balance as at 31/03/2024	682.50	233.50	219.84	1,135.84

1. The general reserve is a distributable reserve and is created from time to time by appropriating profits from Retained Earnings. The general reserve is created by a transfer from one component of equity to another. Accordingly, it is not reclassified to the statement of profit and loss.
2. Special Reserve has been created by transfer therein a sum not less than twenty per cent of the net profit every year as disclosed in the statement of profit and loss before any dividend is declared as per Reserve Bank of India (RBI) guidelines for NBFC. No appropriation of any sum from this special reserve shall be made by the company except for the purpose as may be specified by the RBI.
3. Retained earnings represents the undistributed profits/ amount of accumulated earnings of the company available for distribution to the shareholders.
4. There are no changes in Equity Share Capital and Other Equity due to change in accounting policy/ prior period errors.

Notes forming part of the financial statements - 1 to 18

As per our report attached

For PATEL SHAH & JOSHI

Chartered Accountants

Firm Registration No. 107768W

Jayant I. Mehta

Membership No: 42630

Partner

MUMBAI, 30th May, 2024

For and on behalf of the Board

A.Tulsyan

Director

DIN:00353156

S.Tulsyan

Director

DIN:00659808

Shweta Mehta

Company Secretary

V K Vora

Chief Financial Officer

Notes on Accounts for the Financial Year Ended 31-03-2024

1. Corporate Information

Sita Enterprises Limited (the Company) is a public limited company registered in India and incorporated under the provisions of the Companies Act, 1956. The Company is registered as a Non-Banking Financial Company with Reserve Bank of India as a non-systematic important NBFC not accepting / holding public deposits. It is classified as an Investment and Credit Company (NBFC-ICC) in the Base Layer Category as per RBI guidelines. The Company is primarily engaged in Investments in shares, securities, mutual and other funds, properties and financing through loans. Its registered office is at 415-416, Arun Chambers, Tardeo Road, Mumbai- 400034. Its shares are listed on BSE Ltd.(Bombay Stock Exchange)

2. Summary of Significant Accounting Policies and Disclosures

a. Statement of compliance

The standalone financial statements (hereinafter referred as financial statements) of the company have been prepared in accordance with the Indian Accounting Standards (hereinafter referred as 'Ind AS') notified under Section 133 of the Companies Act, 2013 ("the Act") [Companies (Indian Accounting Standards) Rules, 2015 as amended by the Companies (Indian Accounting Standards) Rules, 2016] and other applicable provisions.

b. Basis of Preparation

The financial statements have been prepared on the historical cost and accrual basis except for certain financial instruments which have been measured at Fair Value / Amortised Cost as described in these notes.

c. Financial Instrument

All financial instruments are recognised initially at transaction value. Financial assets in the form of loans, Advances and investments held for collecting contractual cash flows towards interest or other consideration and principal amount and are not held for sale are measured at amortised cost with impairment provisions. Financial assets in the form of investments held for future disposal- shares and securities quoted on the stock exchanges are periodically valued at the quoted prices, units of mutual funds are valued at the NAV and such assets are classified at fair value through profit or loss. Investment properties and unquoted investments in associates entities are valued at cost. All financial liabilities are measured at transaction value.

d. Impairment of Financial Instruments

The company makes provisions for impairment or Expected Credit Loss and reversals on applicable investments, receivables, loans and advances and other financial assets, which are measured at amortised cost, on the basis of the company's assessment on the reporting date based upon the available qualitative and quantitative considerations and relevant information. Financial Assets are written off either partially or entirely when there is no realistic prospect of recovery.

e. Revenue Recognition

Revenue is measured at the fair value of consideration received or receivable. Revenue is recognised only when it can be reliably measured and it is probable that future economic benefits will flow to the Company. All revenues are accounted at point in time. Interest income on loan is recognised on the accrual basis as per terms. Dividend income is recognised on an accrual basis when the right to receive the dividend is established. Revenue on net Gain / Loss on fair value changes are accounted on the reporting / de-recognition date in respect of financial instruments in the form of investments which are classified at fair value through profit or loss. In respect of that financial instrument in the form of investments including investment property which are classified at cost, or amortised cost revenue on net gain / loss are accounted on the de-recognition date.

f. Income Tax

Income tax provision is made as per the current applicable rates. As a measure of prudence and as permitted in the accounting standards, the company does not recognise in books deferred tax assets on carried forward losses for future tax liabilities. As per tax provisions and other prevalent factors these credits may not be available / lucrative to avail in future assessments. These carried forward entitlements are claimed in tax computation and are availed by the company in the tax provisions of the reporting period, if found beneficial as per prevalent tax provisions. The provision of deferred tax liabilities has also been not made as - these liabilities may be offset against the said available deferred tax assets - there may not be any material net liability for tax payable on such future income.

g. Current Vs Non-Current classification

The Company presents assets and liabilities in its Balance Sheet based on current/non-current classification. An asset / liabilities is classified as current when it is expected to be realised / settled or intended to be sold or consumed in normal operating cycle. The normal operating cycle is considered within twelve months after the reporting period. The Company classifies all other assets / liabilities as non-current.

h. De-recognition

A financial asset is primarily derecognised when the rights to receive cash flows from the asset have expired, or its contractual obligations are discharged or cancelled, or expire. The Company derecognises a financial liability when its contractual obligations are discharged, cancelled or expired.

i. Fair value measurement

The Company's accounting policies and disclosures require the measurement of fair values for financial instruments. The management regularly reviews significant unobservable inputs and valuation adjustments.

When measuring the fair value of a financial asset or a financial liability, the Company uses observable market data as far as possible. Fair values are categorized into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- i. Level 1:** quoted prices (unadjusted) in active markets for identical assets or liabilities.
- ii. Level 2:** inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- iii. Level 3:** inputs for the asset or liability that are not based on observable market data (unobservable inputs).

If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

The carrying amounts of cash and cash equivalents, loans, Inter-corporate deposits, tax receivables, trade payables, deposits and other financial Assets or liabilities are considered to be the same as their fair values, due to their specific nature. The fair value of instruments in the form of investments in unlisted entities are observed with application of several valuation techniques and are modified with the prevailing state of affairs. Due to multiple methods of valuations and number of assumptions required to be made in the exercise, the figures of fair value disclosures are estimates.

j. Capital Management

The primary objectives of the capital management policy is to ensure that the Company continuously complies with capital requirements required by the regulator, maintains and healthy debt to equity ratios in order to support its business and to maximise shareholder value. Over the years the company has not assessed outside debts for its capital needs. The Company manages its capital structure and makes adjustments to it according to changes in economic conditions and the risk characteristics of its activities. In order to fund growth or comply with regulatory capital requirements, Company depends on internal accrual or may raise additional capital. Company may monitor the amount of dividend payment to shareholders and return capital to shareholders.

k. Defined benefit obligation

The provisions of defined benefit obligations for employees are not applicable to the company for the period under report.

l. Earnings per share

Basic earnings per share is computed and disclosed using the weighted average number of equity shares outstanding during the period. Dilutive earnings per share is computed and disclosed using the weighted average number of equity and dilutive equity equivalent shares outstanding during the period, except when the results would be anti-dilutive.

m. Rounding of amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakhs as per the requirement of Schedule III, unless otherwise stated. A set of financial statements with amount in rupees is also prepared for accounting and other purposes.

n. Others

Cash and Bank balance, Equity Share Capital, Other Equity, provisions, Financial Liabilities, disclosure of Contingent Liabilities in notes and other accounting matters are dealt with as per applicable provisions. Previous period figures may have been recast, regrouped, modified and reclassified wherever necessary to make them comparable with current period figures and to conform to the requirements of applicable regulations and guidelines.

o. Recent accounting pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended 31 March, 2024, MCA has not notified any new standards or amendments to the existing standards applicable to the Company.

3. Use of estimates and judgements

The preparation of financial statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. Management also needs to exercise judgement in making provisions of fair value changes, impairments, write offs and other provisions which may vary with the actual subsequent transaction. Appropriate with the size of operations in the company, important and material information is provided to assist users of financial statements as per MCA guidelines.

- 4.** The company is a Non Systemically Important Non-Deposit taking Non-banking Financial Company. As per the Reserve Bank of India (Scale Based) Master Directions, 2023 the company falls into the Base Layer Category. Chapter IV (Prudential Regulations) and Chapter V (Regulatory Restrictions and Limits) of the said directions which includes provisions about leverage Ratio, Asset Classification, Risk Assets, Provisioning Requirements, Liquidity Risk Management, Credit Concentration and related disclosures in Balance Sheet are not applicable to the company as the company has also not assessed any public funds besides public deposits. As per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the company falls in the category of net worth of less than Rupees Twenty Five Crores and paid up equity capital of less than Rupees Ten Crores. Disclosures as prescribed by are made as applicable for such companies. The company follows the Accounting Standard and Guidance notes in line with the said regulations of Reserve Bank of India and SEBI.

SITA ENTERPRISES LIMITED

	As on 31/03/2024	As on 31/03/2023
5 CASH AND CASH EQUIVALENTS		
Cash on hand	0.86	0.96
Balance with banks in Current Accounts	7.50	17.22
<i>Detail in Note 18.5</i>	8.36	18.18
6 LOANS		
At amortised cost - Unsecured		
Loans repayable on short notice - considered good.	354.14	247.00
Other Loans	-	80.00
<i>Details in Note 18.6</i>	354.14	327.00
7 INVESTMENTS		
At fair value through profit & loss		
Mutual Funds at NAV	13.86	15.56
Government Securities - at cost	21.24	-
Equity Shares and Securities - at quoted rates	727.96	373.90
Others At Cost		
Unlisted Equity Shares of associate company	180.75	180.75
<i>Details in Note 18.7</i>	943.81	570.21
8 OTHER FINANCIAL ASSETS		
(Unsecured, Considered good)		
Balance with Stock Brokers	21.70	-
<i>Details in Note 18.8</i>	21.70	-
9 INVESTMENT PROPERTY		
At Cost		
Opening balance	235.53	235.53
Add :- Addition during the year	0.25	-
Less :- Derecognition during the year	122.15	-
Balance at end of the period	113.63	235.53
<i>Details in Note 18.9</i>		
10 EQUITY SHARE CAPITAL		
Authorised		
30,00,000 Equity Shares of Rs.10/- each	300.00	300.00
Issued, Subscribed and Fully Paid		
30,00,000 Equity Shares of Rs.10/- each fully paid up in cash	300.00	300.00
<i>Details in Note 18.10</i>		
11 OTHER EQUITY		
General Reserve		
As per last account	432.50	431.50
Add: Transfer from retained earnings	250.00	1.00
	682.50	432.50
Special Reserve	177.00	168.00
Add: Transfer from retained earnings	56.50	9.00
	233.50	177.00
Retained Earnings		
As per last account	244.75	212.14
Add: Profit for the period	281.59	42.61
Less: Transfer to Special Reserve	(56.50)	(9.00)
Less: Transfer to General Reserve	(250.00)	(1.00)
	219.84	244.75
Total Other Equity	1,135.84	854.25
<i>Details in Note 18.11</i>		

	As on 31/03/2024	Rs. In Lakhs As on 31/03/2023
12 INTEREST INCOME		
On financial assets measured at amortised cost		
Interest Income on financial assets	47.48	38.31
	<u>47.48</u>	<u>38.31</u>
<i>Details in Note 18.12</i>		
13 DIVIDEND INCOME		
On financial assets measured at fair value through profit and loss		
Dividend Income	7.04	3.79
	<u>7.04</u>	<u>3.79</u>
<i>Details in Note 18.13</i>		
14 NET GAIN/(LOSS) ON FAIR VALUE CHANGES OF FINANCIAL INSTRUMENTS		
A) Net gain/(loss) on instruments through profit and loss		
On Investments	209.65	26.08
B) Others	-	-
On Investment Property	52.84	-
Total Net gain on fair value changes (C)	<u>262.49</u>	<u>26.08</u>
Fair value changes:		
Realised gain/(loss)	103.41	(5.99)
Unrealised gain/(loss)	159.08	32.07
Total Net gain/(loss) on fair value changes (D) to tally with (C)	<u>262.49</u>	<u>26.08</u>
II. Net gain/ (loss) on derecognition of financial instruments		
Realised loss (debited to profit and loss)	-	-
Unrealised loss (withdrawal of impairment provisions credited to profit and loss)	-	-
Net gain/(loss) on derecognition	<u>-</u>	<u>-</u>
Total	<u>262.49</u>	<u>26.08</u>
<i>Details in Note 18.14</i>		
15 IMPAIRMENT ON FINANCIAL INSTRUMENTS		
<i>(on financial instruments measured at amortised cost)</i>		
Expected Credit Loss (ECL) provisions and bad debts written off.		
ECL Provisions on Loans Recognised during the year (net)	-	-
ECL Provisions on Loans Reversed during the year	-	-
Loans Written off (Bad Debts)	-	7.00
	<u>-</u>	<u>7.00</u>
<i>Details in Note 18.15</i>		
16 EMPLOYEE BENEFIT EXPENSE		
Salary	9.03	7.00
Bonus	0.65	0.55
	<u>9.68</u>	<u>7.55</u>
<i>Details in Note 18.16</i>		
17 OTHER EXPENSES		
Registrar & Depository Fees	1.40	1.12
Listing Fees	3.84	3.54
Travelling & Conveyance	1.89	0.89
Director's fees	0.60	0.60
Auditor's remunerations	0.52	0.40
Printing & Stationery	1.05	0.41
Legal and Professional Charges	0.45	0.28
Advertisement and publicity	0.11	0.11
Securities Transaction Tax	1.11	0.02
Other expenditure	0.75	0.31
	<u>11.72</u>	<u>7.68</u>
<i>Details in Note 18.17</i>		

18 OTHER NOTES

- 18.1 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.
- 18.2 Books of accounts are maintained in electronic mode using an accounting software barring petty cash book which is maintained manually. The features of audit trail are available to the extent of records maintained in said electronic mode.
- 18.3 Basic and Diluted earnings per share of Rs. 9.39 has been calculated by dividing the net profit after tax i.e. Rs.281.59 Lakhs for the year by the weighted average number of equity shares outstanding during the year i.e. 30 Lakhs shares. (Face value of Rs.10/- each).
- 18.4 There are no dues payable to Micro, Small & Medium Enterprises as per MSMED Act, 2006, barring the provision of Rs. 0.19 Lakhs (Rs.0.14 Lakhs) payable to auditors (MSME entity) for audit services – which is paid after the end of accounting period.
- 18.5 Balance with bank in current accounts is after reconciliation of bank accounts with financial records.
- 18.6 All loans given are in India and are to medium size business houses. There are no loans to any Government entities. Loans include Rs. NIL (Previous year Rs.80 Lakhs) Inter Corporate Deposit (ICD) classified as Other Loans. These loans have been fully recovered during the year. Interest has not been received and has not been provided for such loans.
- 18.7 All investments are in India. There is no impairment provision balance on investments as on 31-03-2024 and 31-03-2023. Equity shares & securities (quoted) includes Rs. 21.45 Lakhs (Previous Year – Nil) as pledged securities for meeting stock exchange payment schedules by brokers.
- 18.8 Other Financial Assets comprises balances with stock brokers which are appropriated for investing in shares & securities.
- 18.9 Investments in Properties are paid to the extent of amount due and payable as per the terms of purchase and progress of construction. Rental Income derived and direct operating expenses pertaining to investment property during the year- Nil. All properties are in India. Fair value of investment property based upon estimate and market trends- as on 31-03-2024-Rs.120 on 31-03-2023– Rs. 275 (Rs.in Lakhs). Title deeds of all immovable properties of the company are held in the sole name of the company. There are no joint / co-holders of such properties. The company has not made any revaluation of its properties.
- 18.10 Details of Equity Share Capital
- a. Rights, preferences and restrictions attached to equity shares:
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. Right to receive dividend on equity shares may be approved by the Board / Annual General Meeting. The equity shares are not repayable except in the case of a buy back, reduction of capital or winding up in terms of the provisions of the Companies Act, 2013. Every member of the Company holding equity shares has a right to attend the General Meeting of the Company and has a right to speak and on a show of hands, has one vote if he is present in person and on a poll shall have the right to vote in proportion to his share of the paid-up capital of the Company. 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.
 - b. Shares reserved for issue under options and contracts/commitments for the sale of shares or disinvestment, including the terms and amounts: NIL Aggregate number and class of shares allotted as fully paid up pursuant to contract without payment being received in cash, Aggregate number and class of shares allotted as fully paid up by way of bonus shares, and aggregate number and class of shares bought back during the period of five years immediately preceding the date as at which the Balance Sheet is prepared: NIL There was no change in the number of shares outstanding between 01/04/2023 and 31/03/2024.
 - c. Shareholders holding more than 5% shares in the company, their number of shares and percentage of holding in total equity- held as on , 31/03/2024 and 31/03/2023: Bombay Mercantile & Leasing Co Ltd- 10,25,398 shares (34.18%), Saas Commerce LLP - 3,75,000 (12.50%) and Ashok Tulsyan (HUF)- 6,00,000 (20.00%).
 - d. Shares held by promoters at the end of the year – Name of the Promoter – Number of Shares and Percentage of Total Shareholdings: - 1. Ashok Tulsyan HUF – 600000 shares - 20% 2. Ashok Kumar Tulsyan – 157600 shares - 5.25% 3. Sanju Tulsyan - 63900 shares - 2.13% - 4. Anuja Tulsyan - 1000 shares - 0.03% 5. Sneha Tulsyan - 1000 shares - 0.03% 6. Bombay Mercantile & Leasing Company Limited - 1025398 shares - 34.18% 7. Saas Commerce LLP - 375000 shares - 12.50 % 8. Sita Equity LLP - 15602 shares - 0.52% 9. Tulsyan Products LLP - 10500 shares - 0.35%. Barring a transmission of 27100 shares from account of Late Smt. S D Tulsyan to Mr. Ashok Kumar Tulsyan there has been no changes in shareholding of promoters during the year.
- 18.11 An amount of Rs.56.50 Lakhs (Rs.9.00 Lakhs) has been classified as Special Reserve out of profit for the year ended 31-03-2024 as per RBI guidelines which provides for a transfer to such special reserve.
- 18.12 The company has earned all revenue from Interest income in India. All financial assets, including loans and investments, are held in India. There has been no transaction in foreign currencies during the current and previous period. Interest Income includes interest on loans Rs. in Lakhs - Rs.26.63 (Rs.21.93) and interest on Investments Rs.20.85 (Rs.16.38) –.
- 18.13 All dividend income has been received in India and includes Rs.0.91 Lakhs (Previous Year NIL) dividend exempt from Income Tax.
- 18.14 Net Gain/(Loss) on Fair Value Changes on Financial Instruments in the form of Investments and Investment Property through Profit and Loss (FVPTL) does not include income from dividend which has been separately disclosed.

- 18.15 Impairment of Financial Instrument comprises of bad debt written off in books of account as irrecoverable from borrowers amounting to Rs. Nil (Previous Year – Rs. 7 Lakhs).
- 18.16 The provisions of retirement benefits, ESI, provident fund and gratuity benefits for employees are not applicable to the company for the period.
- 18.17 Detail of Other Expenses - Directors fees, allowance and expenses are sitting fee paid to Independent Directors. Auditors Remuneration includes (Rs. in Lakhs) - Rs.0.35 (Rs.0.35) for Statutory Audit fees, Rs. 0.12 (Rs.Nil) for Other services and Rs.0.05 (Rs.0.05) for Internal audit fees paid to internal auditors.

18.18 Reconciliation of Effective Tax Rate with Income Tax Provision

Taxable income differs from profit before tax as reported in the Ind AS Statement of Profit & Loss because of differences in treatment of income and expenses in tax laws. Details in this respect are as follows:

	Rs. in Lakhs	
	Year ended 31/03/2024	Year ended 31/03/2023
Profit before tax as per Ind AS Profit & Loss	295.71	45.95
Effective Tax rate as applicable to the company for the year	25.17%	25.17%
Tax amount as per section 115BAA of Income Tax Act	74.43	11.57
Tax effect of :		
Fair value Gain / Loss	(60.84)	(6.56)
Exempt Income	(0.23)	-
Disallowable Expenses	0.28	-
Interest Provision.	0.50	-
Tax Provisions as per IT laws	14.14	5.01
Tax Provision Rounded-off	14.25	5.10

18.19 Related Party Transactions entered into during the year

Related Parties

Directors- Mr. Ashok Tulsyan, Mrs. Sanju Tulsyan and Mrs. Sneha Tulsyan.

Independent Directors- Mr. S. Rathi and Mr..Mukesh Sarswat.

Key Managerial Personnel- CFO: Mr. V K Vora, Company Secretary & Compliance Officer: Mrs. Shweta Mehta.

Transactions (Amounts are in Rs. Lakhs. Figures in brackets are for the previous year.)

Sitting fees paid Rs. 0.60 (Rs. 0.60) paid to Independent Directors.

Remuneration to Key Managerial Personnel paid Rs. 5.85 (Rs. 5.54).

Directors- Balance as at - the beginning of the year - Nil (Nil), Advances received by the company during the year : Rs. 12.70 (Rs. 9.70), Repayment made during the year : Rs. 12.70 (Rs. 9.70) and Balance as at - the end of the year Nil (Nil).

18.20 Financial RiskManagement and Policies

The Company's principal financial liabilities comprise trade and other payables which are quite minuscule. The Company's principal financial assets include investments, loans and cash and cash equivalents that derive directly from its operations. The Company is exposed to market risk, credit risk and liquidity risk. The Company's management oversees the management of these risks.

a. Market risk:

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, foreign currency risk and prepayment risk. Financial instruments affected by market risk include loans and borrowings, deposits, other financial instruments.

Interest rate risk:

Interest rate risk can be either fair value interest rate risk or cash flow interest rate risk. Fair value interest rate risk is the risk of changes in fair value of fixed interest bearing investments because of fluctuations in the interest rates. Cash flow interest rate risk is the risk that future cash flows of floating interest bearing investments will vary because of fluctuations in interest rates. The Company's exposure to the risk of changes in market interest rates is not significant as there are no borrowings.

Foreign currency risk:

The Company does not enter into transactions in currency other than its functional currency and it is therefore not exposed to foreign currency risk.

Prepayment risk

Prepayment risk is the risk that the Company will incur a financial loss because its customers and counterparties repay or request repayment earlier than expected particularly in case of fixed rate loans when interest rates fall.

b. Credit Risk:

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the loans given, investments and balances at bank. The Company measures the expected credit loss of loans based on historical trends, industry practices and the business environment in which the entity operates. The figures before provisions for impairment are:

	Rs. in Lakhs	
Loans due as at	31 March 2024	31 March 2023
More than Six months	-	80.00
Others	354.14	247.00
Total	354.14	327.00

Credit risk on cash and cash equivalents is minimal as the Company's banks are safe and sound.

c. Liquidity Risk:

Liquidity risk refers to the risk that the Company cannot meet its financial obligations. The company is not exposed to such risks as mentioned above.

18.21 Categories of Financial Instruments

	Carrying amount as at 31 st March, 2024				Carrying amount as at 31 st March, 2023			
	FVTPL	FVTOCI	Amortised Cost	Total	FVTPL	FVTOCI	Amortised Cost	Total
Financial Assets								
Cash on hand	-	-	0.86	0.86	-	-	0.96	0.96
Balance with Banks	-	-	7.50	7.50	-	-	17.22	17.22
Loans and Advances	-	-	354.14	354.14	-	-	327.00	327.00
Investments	763.06	-	180.75	943.81	389.46	-	180.75	570.21
Other Financial Assets	-	-	21.70	21.70	-	-	-	-
Financial liabilities								
Sundry Payables	-	-	0.19	0.19	-	-	0.14	0.14

18.22 Fair value hierarchy

Disclosures of fair value measurement hierarchy for assets and liabilities as at 31 March 2024.

The following table provides the category-wise fair value measurement hierarchy of the Company's assets and liabilities.

Financial assets	Level Category	As at 31-03-2024		As at 31-03-2023	
		Carrying Value	Fair Value	Carrying Value	Fair Value
Loans at Amortised Cost	Level 3	354.14	354.14	327.00	327.00
Investments at FVTPL	Level 1	763.06	763.06	389.46	389.46
Other Financial Asset	Level 3	21.70	21.70	-	-
Investments at Amortised Cost	Level 3	180.75	418.64	180.75	275.00
Financial Liabilities	Level 3	0.19	0.19	0.14	0.14

18.23 The company has an associate - Bombay Mercantile & Leasing Company Limited (BML) an NBFC operating in Mumbai. The accounts of the associates have not been consolidated as the company (SEL) does not have significant influence over Bombay Mercantile and Leasing Company Ltd. (BML) in terms of provisions of Accounting Standard- Ind AS 28 as there is no- (a) Representation on the board of directors or equivalent governing body of the investee; (b) participation in policy making processes, including participation in decisions about dividends or other distributions ; (c) material transactions between the entity and its investee; (d) interchange of managerial personnel; or (e) provision of essential technical information.

18.24 Master Directions – RBI (NBFC - Scale Based Regulations) 2023 and updated on time to time are applicable to the Company. The company is not required to disclose Risk Weighted Assets and there are no financial liabilities of borrowings. The aggregate financial liabilities on account of sundry payables being negligible - Rs.0.19 Lakhs (Previous Year 0.14 Lakhs). CRAR Ratios and liquidity coverage ratio have not been disclosed.

18.25 During the reporting period the company did not have :- 1. Capital work in progress (CWIP) 2. Intangible assets under development. 3. Working capital / borrowings from banks and financial institutions. 4. Relationship with struck off companies 5. Pending registration of charges or satisfaction with registrar of companies. 6. Requirement of compliance with number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017. 7. Transaction not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961. 8. Requirement of disclosures with regards to CSR activities as it is not covered under section 135 of the Companies Act. 9. Any trade or investments in crypto currency / virtual currency. 10. Requirement of Compliance with approved Scheme(s) of Arrangements. 11. Proceedings initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibitions) Act, 1988 (45 of 1988) and the rules made there under.

18.26 During the year the Company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person or entity including foreign entities (intermediaries) with the understanding (whether recorded in writing or otherwise) that the intermediary shall (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of Company (ultimate beneficiaries) or (ii) provide any guarantee, security or the like to or behalf of the ultimate beneficiaries.

During the year the Company has not received any fund from any person(s) or entity(entites) including foreign entities (funding party) with the understanding (whether recorded in writing or otherwise) that the Company shall (i) directly or indirectly lend or invest in any manner whatsoever by or on behalf of the funding party (ultimate beneficiaries) or (ii) provide any guarantee, security or the like to or on behalf of the funding party (ultimate beneficiaries) or (iii) provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.

18.27 There has been no event after the reporting date that requires disclosure in these financial statements.

18.28 An amount of Rs. 2.5 lakhs (Previous year Rs. 2.5 Lakhs) appearing in the balance sheet as Provision for Standard Assets is Contingent Provision against Standard Assets.

18.29 Timing of Revenue Recognition – Income accounted at point in time Rs. 290.38 Lakhs (Previous Year Rs.46.25 Lakhs) – income accounted over period of time Rs. 26.63 Lakhs (Previous Year Rs. 21.93 Lakhs) .

18.30 Other Income amounting to Rs. 0.10 Lakhs (Previous Year – Nil) is interest received on Income Tax Refund.

18.31 Contingent liabilities and commitments (to the extent not provided for) – Nil - Previous year Rs. NIL

For and on behalf of the Board

As per our report attached
For PATEL SHAH & JOSHI
Firm Registration No. 107768W
Chartered Accountants

A.Tulsyan
Director
DIN:00353156

S. Tulsyan
Director
DIN:00659808

Jayant I. Mehta
Membership No: 42630
Partner

Shweta Mehta
Company Secretary

V K Vora
Chief Financial Officer

MUMBAI, 30th May, 2024