

SITA

ENTERPRISES LTD.

Report
and
Accounts
2017

SITA ENTERPRISES LIMITED

BOARD OF DIRECTORS

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

COMPANY SECRETARY

Mrs. Shweta Mehta

CHIEF FINANCIAL OFFICER

Mr. V K Vora

BANKERS

Syndicate Bank
HDFC Bank
Barclays Bank

AUDITORS

M/s.Mittal & Mittal
Chartered Accountants

REGISTERED OFFICE

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

CIN : L45202MH1982PLC026737

PHONE : 022 - 66627383

FAX : 022 - 66627384

EMAIL - sitaenterprisesltd@yahoo.com

WEB - www.sitaenterprises.com

SITA ENTERPRISES LIMITED

NOTICE

Notice is hereby given that the Thirty Fourth Annual General Meeting of the members of Sita Enterprises Ltd. will be held on Friday the 29th September, 2017 at 9.00 A.M. at 415-416, Arun Chambers, Tardeo Road, Mumbai - 400 034 to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the company along with consolidated financial statements for the year ended 31-3-2017 together with the Reports of the Directors and Auditors thereon.
2. To appoint a director in place of Mr. A. Tulsyan (Director Identification Number :00353156) who retires from office by rotation and being eligible offers himself 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, 142 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, as amended from time to time, and pursuant to recommendation of the Audit Committee of the Company, M/s. Maheshwari Maheshwari & Co. (Registration No. 105838W) be and is hereby appointed as the Auditors of the Company to hold office for a term of five consecutive years commencing from the conclusion of the 34th Annual General Meeting till the conclusion of 39th Annual General Meeting of the Company to be held in year 2022 (subject to ratification of their appointment by the Members at every Annual General Meeting if so required under the act) at such remuneration as may be mutually agreed between the Directors of the Company and the Auditors.”

Special Business:

4. To consider and approve the appointment of Mr. A. Tulsyan as Whole Time Director of the Company and if thought fit, to pass, the following resolution as an Ordinary Resolution:

“RESOLVED THAT the appointment of Mr. A. Tulsyan, as Whole Time Director for 5 years from 10/08/2017 to 09/08/2022 made by the board of Directors, be approved by the Company.”

By Order of the Board

Mumbai, 27th July, 2017

Mrs. Shweta Mehta
Company Secretary

NOTES:

1. The Statement pursuant to section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting (AGM) and other relevant details as required under the listing and other regulations are given in these notes.

2. A Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than forty-eight (48) hours before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable.

Members are requested to note that a person can act as proxy on behalf of not exceeding fifty (50) Members and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than ten percent (10%) of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

3. Register of Members and Share Transfer Register of the Company will be closed from 25th to 29th September, 2017 (both days inclusive).
4. The Notice of AGM along with the Annual Report 2016-17 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company or Depository Participant(s) unless the Member has requested for a physical copy of the same. For members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.

5. E-Voting

- a. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of the Listing Regulations, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed in this notice by electronic means and the business may be transacted through e-voting services, the said resolutions will not be decided on a show of hands at the AGM. The procedure of e-voting along with instructions is attached as a part of notice.
- b. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the Annual General Meeting (“remote e-voting”) will be provided by National Securities Depository Limited (“NSDL”).

- c. The facility for voting through ballot paper shall be made available at the AGM venue and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
 - d. The Company has appointed Mr. Vijay Kumar Mishra (Membership No. 5023), Partner of M/s. VKM & Associates, Practicing Company Secretaries, as scrutinizer (the ‘Scrutinizer’) for conducting the voting and remote e-voting process for the Annual General Meeting in a fair and transparent manner.
 - e. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
 - f. The members who have cast their vote by remote e-voting may attend the meeting but shall not be entitled to cast their vote again.
6. The Register of Directors and Key Managerial Personnel, their shareholdings, Contract Register in which they are interested and other relevant documents will be available for inspection by the members at the Annual General Meeting.
 7. Members holding shares in dematerialised form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Services (“NECS”), Electronic Clearing Service (“ECS”), mandates nominations, power of attorney, change of address, change of name, e-mail address, contact numbers etc., to their Depository Participant(s) (“DP”). Changes intimated to the DP will then be automatically reflected in the Company’s records which will help the Company and its Registrars and Transfer Agents, Link Intime India Private Limited (Link Intime”) to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to Link Intime.
 8. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (“PAN”) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to DP with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to Link Intime. Members/Proxies should bring the duly filled Attendance Slip to the AGM and hand it over at the Registration Counter at the venue. To support the ‘Green Initiative’, the Members who have not registered their e-mail addresses are requested to register the same with Link Intime/DPs
 9. Members desirous of seeking any further information about the financial statements and/or operations of the Company are requested to address their queries to the Company Secretary at the Registered Office of the Company, at least ten days in advance of AGM, so that the information, to the extent practicable, can be made available at the meeting.

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

Name of the Director - A. Tulsyan. Director Identification No. – 00353156 Date of Birth - 21/03/1957. Date of Appointment as director - 16/01/1989. Expertise – General Management. Qualification – B COM (Hons.) FCA. No. of shares held in company - 130500. Number of Board meeting Attended - 8, Category – Whole Time Director (Spouse of Mrs. Sanju Tulsyan – Promoter Director in the Company). Other Public Companies in which Directorship held - Sita Offers & Bourse Expertise Ltd and Goyal Housing and Finance Ltd. Member of the Committees of other Companies – Nil. Remuneration Drawn – Nil.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (“THE ACT”) RELATING TO SPECIAL BUSINESS:

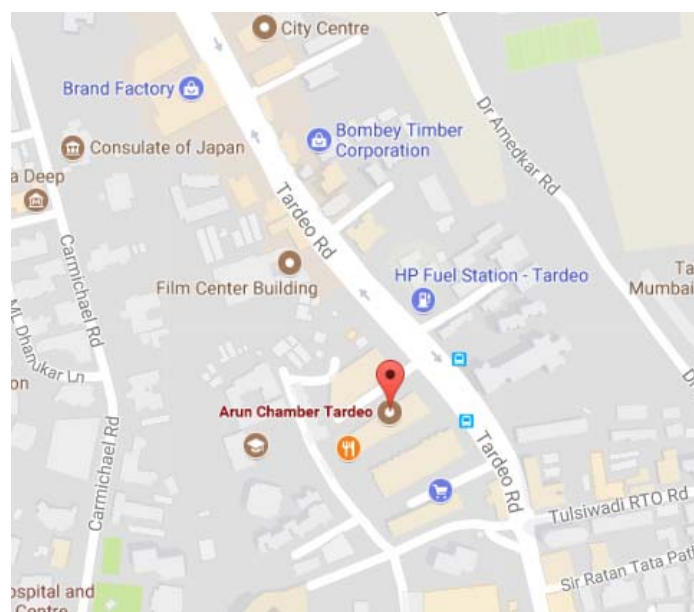
Mr. A. Tulsyan has been acting as Whole Time Director of the Company since 10-08-2015. After completion of two years term he was re-appointed by the Board as Whole Time Director for a further period of five years from 10/08/2017 to 09/08/2022. No remuneration, commission, allowances or other benefit 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 A. Tulsyan does not hold any whole time position (Director or otherwise) in other Companies. Mr. A. Tulsyan and Mrs. S. Tulsyan, spouse of Mr. A. Tulsyan are interested in this resolution.

By Order of the Board

Mumbai, 27th July, 2017

Shweta Mehta
Company Secretary

ROUTE MAP OF THE VENUE OF THE ANNUAL GENERAL MEETING



PROCEDURE FOR REMOTE E-VOTING

Information and other instructions relating to voting through electronic means:

The remote e-voting period commences on Tuesday, 26th September, 2017 (9:00 A.M.) and ends on Thursday, 28th September, 2017 (5:00 P.M.). During this period members of the Company, holding shares as on the cut-off date of Friday, 22nd September, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be forthwith blocked by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently

The process and manner for remote e-voting are as under:

A. In case a Member receives an email from NSDL for members whose email ID's are registered:

- i. Open the email and open PDF file with your Client Id or Folio No. as password. The said PDF file contains your user ID and Password for e-voting.
- ii. Please note that the password is an initial password.
- iii. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>.
- iv. Click on Shareholders login.
- v. If you are already registered with NSDL for e-voting, then you can use your existing User Id and Password for casting your vote and shall not receive the pdf file.

NOTE: Shareholders who forgot the User details / Password can use "Forgot User details / Password?" or "Physical User Reset Password?" option available on <https://www.evoting.nsdl.com>.

In case Shareholders are holding shares in demat mode, User ID is the combination of (DPID + Client ID).

In case Shareholders are holding shares in physical mode, User ID is the combination of (Even No + Folio No.).

- vi. If you are logging in for the first time, please enter the User ID and Password provided in the PDF file attached with the e-mail as initial password. The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential. If you forget your password, you can reset it using "Forgot User Details/ Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com.
- vii. Once the e-voting home page opens, click on e-Voting > Active Voting Cycles.
- viii. Select "EVEN" (E-voting Event Number) of Sita Enterprises Limited. Now you are ready for e-voting as 'Cast Vote' page opens.
- ix. Cast your vote by selecting the appropriate option and click on "Submit" and also "Confirm" when prompted.
- x. Upon confirmation, the message "Vote cast successfully" will be displayed.
- xi. Once the vote on a resolution is cast, the Member shall not be allowed to change it subsequently.
- xii. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG format) of relevant Board

resolution / Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote to the Scrutinizer through e-mail vote, to the Scrutinizer through e-mail to vkmassociates@yahoo.com with a copy marked to evoting@nsdl.co.in.

- xiii. In case of any queries, members may refer the Frequently Asked Questions (FAQs) and e-voting user manual for shareholders available at the Downloads section of www.evoting.nsdl.com or call on toll free no: 1800- 222-990. Members can also contact Ms. Pallavi Mhatre, Assistant Manager, NSDL, to resolve any grievances with regard to e-voting, Tel no: 022-2499 4545 / 1800-222-990, email-id : evoting@nsdl.co.in.

B. IN CASE A MEMBER RECEIVES PHYSICAL COPY OF THE NOTICE OF AGM AND ATTENDANCE SLIP [FOR MEMBERS WHOSE EMAIL IDS ARE NOT REGISTERED OR REQUESTING PHYSICAL COPY]:

- i. Initial password is mentioned in the Attendance Slip of the AGM (EVEN + User Id and Password).
- ii. Please follow all steps from Sr. No. (ii) to Sr. No. (xii) above, to cast vote.
- iii. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- iv. The voting rights of the members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of Friday, 22nd September, 2017.
- v. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Friday, 22nd September, 2017 may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting vote. If you forget 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.
- vi. A person, whose name is recorded in the register of members or in the register of beneficial owners as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- vii. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman/Managing Director or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- viii. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.sitaenterprises.com and on the website of NSDL www.evoting.nsdl.com immediately after the declaration of result by the Chairman/Managing Director or a person authorized by him in writing. The Company shall simultaneously forward the results to BSE Limited, where the shares of the Company are listed.

SITA ENTERPRISES LIMITED

DIRECTORS' REPORT

To The Members:

Your Directors have pleasure in submitting the Thirty-Forth 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 2017 as per the provisions of The Companies Act, 2013 (the act) and SEBI - Listing Obligations and Disclosure Requirements (LODR) .

Management Discussion & Analysis:

- i) Industry structure and development: The Company is an investment and finance Company and has invested funds in Shares, Securities, Venture Capital Fund, Properties, Loans and Advances.
- ii) Opportunities & Threats: The Company is keeping a close watch on the trends in industry for making investments in accordance with its size of operations. It is also taking into account the possible threats due to external factors.
- iii) Segment-wise or product-wise performance: The Company operates only in the segment of finance and investment and as such there are no reportable segments wise or product wise performance.
- iv) Outlook: Baring the unforeseen circumstances and the risks and concerns, the management is hopeful to achieve reasonable performance in the current financial year: 2017-2018.
- v) Risks and concerns: The Company has exposure in Shares, Securities, Properties, Loans & Advances and any adverse development in stock market and industry will have an impact on the Company's performance.
- vi) Internal control systems and their adequacy: The Company has adequate internal control systems commensurate for its limited operations. The Company has appointed Internal Auditors to observe the Internal Controls, whether the work flow of organization is being done through the approved policies of the Company. The observations of internal auditors are considered by the Audit Committee of the Board.

vii) Financial & Operational performance

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

| | |
|------------------------|-------|
| Gross Income | 73.20 |
| Gross Operating Profit | 55.68 |
| Provision for Taxation | 10.14 |
| PROFIT AFTER TAX | 45.54 |

Dividend and Transfer to Reserves:

Your Directors do not recommend any dividend for the year ended on 31st March 2017. An amount of Rs. One Lac has been transferred from surplus balance in Statement of Profit And Loss to general reserve during the year.

Directors and Key Managerial Personnel:

Mr. A. Tulsyan retires from the Board by rotation and being eligible offers himself for re-appointment as director. He also holds the position of whole time director of the company subject to approval of the members at the ensuing annual general meeting of the company.

During the year eight board meetings were convened and held.

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

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

- i. Framed a policy for selection and appointment of Directors and Senior Management and their remuneration. As per company's policy the independent director should possess fair professional qualification, sound ethics and attributes and should meet the criteria of independence.
- ii. Adopted a framework for performance evaluation of the Board, its Committees, individual directors and chairperson through a survey questionnaire. The survey questionnaire broadly covers various aspects of board functioning, composition of Board and its committees, culture, execution and performance of specific duties, obligation and governance.

Particulars of loans, guarantees or investment:

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

Audit Committee:

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

Directors' Responsibility Statement:

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

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

Related Party Transaction

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

Statutory Auditors

M/s. Mittal & Mittal (Firm Registration No. 106457W), Statutory Auditors of your Company, retire at the conclusion of the ensuing Annual General Meeting. As per the Act, M/s. Mittal & Mittal are not eligible for re-appointment as Statutory Auditors of the Company. The Board of Directors places on record their appreciation for services rendered by M/s. Mittal & Mittal. The Board of Directors of your Company on recommendation of The Audit Committee propose the appointment of M/s. Maheshwari Maheshwari & Co. (Registration No.105838W) as Statutory Auditors of the Company for a term of five years to hold office from the conclusion of the 34th Annual General Meeting until the conclusion of 39th Annual General Meeting to be held in 2022, subject to ratification of their appointment by the Members at every Annual General Meeting of the Company, if so required under the act. M/s. Maheshwari Maheshwari & Co. have confirmed their eligibility and willingness for the appointment. A resolution seeking their appointment will be included in the Notice convening the Annual General Meeting.

Risk Management Policy

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

Corporate Social Responsibility

It is your company's belief that its primary goal is to fulfill responsibility towards its all constituents i.e. shareholders, customers, government, regulatory bodies, etc. The company maintains fair and ethical practices in its dealings as part of its social responsibility. Further provisions of section 135 of the act 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.

Extract of Annual Return:

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

Subsidiaries, Associates and Joint Ventures

The company does not have any subsidiary or joint venture. It has two associate companies, namely, Bombay Mercantile & Leasing Company Ltd. and Sita offers and Bourse Expertise Ltd.. Detail about these associates are given in consolidated accounts.

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.

There are no qualifications, reservations or adverse remarks or disclaimers made by Statutory Auditors and Secretarial Auditors in their Reports.

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

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

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

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

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

The Secretarial Audit Report for the financial year 2016-17 is set out in the Annexure to this Report.

The Company is giving effect to various compliances applicable to it and adopting policies commensurate with its limited size of operations.

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

On behalf of the Board

Mumbai, 18th May, 2017

A. Tulsyan S. Tulsyan
Director Director

Annexure to the Directors' Report

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

The Ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2016-17 –

Not Applicable – Please see note 1.

- (i) The percentage increase in remuneration of each Director, Managing Director & Chief Executive Officer, Chief Financial Officer and Company Secretary of the Company in the financial year 2016-17.
Not Applicable – Please see note 1
- (ii) The percentage increase in the median remuneration of employees in the financial year 2016-17 – 10.2%
- (iii) The number of permanent employees on the rolls of Company – Five.
- (iv) The explanation on the relationship between average increase in remuneration and Company performance
Profit before tax increased by 595%. The overall increase in remuneration was 1.8% which was well in line with the performance of the Company.
- (v) Comparison of the remuneration of the Key managerial Personnel against the performance of the Company.
Not Applicable – Please see note 1 .
- (vi) Variations in the market capitalisation of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase or decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer.
Market Cap– as on 31-03-2016 Rs. 259 Lacs and on 31-03-2017 Rs. 578 Lacs. EPS – as on 31-03-2016 Rs.0.22 and as on 31-03-2017 Rs.1.52. The last public offer for equity shares of the company was offer for sale made in year 1994-95 for 7.5 Lacs equity shares of Rs. 10/- each at par. The market quotation (BSE Closing of equity shares of company as on 31-03-2017 was Rs. 19.25 representing an increase in 123.31%.
- (vii) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.
Not Applicable – Please see note 1.
- (viii) The comparison of the each remuneration of Key Managerial Personnel against the performance of the Company during the Financial Year 2016-17 is as under:
The amount paid to key managerial personnel during the year was 2.74% of total gross revenue and 4.40% of profit after tax.
- (ix) The key parameters for any variable component of remuneration availed by the Directors.
Not Applicable – Please see note 1.
- (x) The ratio of the remuneration of the highest paid Director to that of the employees who are not Directors but receive remuneration in excess of the highest paid Director during the year.
Not Applicable – Please see note 1.
- (xii) **Affirmation that the remuneration is as per the Remuneration Policy of the Company.**
Pursuant to Rule 5(1)(xii) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, it is affirmed that the remuneration paid to the Directors, KMPs, Senior Management and other employees of the Company is as per the Remuneration Policy of the Company.
Not Applicable – Please see note 1.

NOTES

1. Apart from sitting fees of Rs. 15,000/- paid to independent director and payments to Key Managerial Personnel (KMP) – Rs. 41,125/- to Company Secretary and Rs. 1,59,257/- to CFO no other remuneration, commission or other payment has been made to directors and managerial personnel during the year. The appointment of these KMPs were made during the year. As such clause no. i, v, vii, ix, x, xi are not applicable / relevant / material.
2. There are no employees in the company covered by provisions of section 197(12) of the Companies Act, 2013 read with rule 5 (2) 7 5 (3) of the companies (Appointment and remuneration of managerial personnel) Rules, 2014 for which particulars required to be furnished.

| i) Category-wise Share Holding (Continued) | | | | | | | | | | |
|---|---|---------------|----------------|-------------------|---|---------------|----------------|-------------------|--------------------------|--|
| Category of Shareholders | No. of Shares held at the beginning of the year | | | | No. of Shares held at the end of the year | | | | % change during the year | |
| | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | | |
| B Public Shareholding | | | | | | | | | | |
| (1) Institutions | | | | | | | | | | |
| a) Mutual Funds | | | | | | | | | | |
| b) Banks/FI | | | | | | | | | | |
| c) Central Govt. | | | | | | | | | | |
| d) State Govt. | | | | | | | | | | |
| e) Venture Capital Fund | | | | | | | | | | |
| f) Insurance Companies | | | | | | | | | | |
| g) FIIS | | | | | | | | | | |
| h) Foreign Venture Capital Funds | | | | | | | | | | |
| i) Others (specify) | | | | | | | | | | |
| SUB TOTAL: (B) (1) | | | | | | | | | | |
| (2) Non-Institutions | | | | | | | | | | |
| a) Bodies Corporate | | | | | | | | | | |
| i) Indian | 33417 | 55500 | 88917 | 2.96 | 34417 | 55500 | 89917 | 3.00 | 0.04 | |
| ii) Overseas | | | | | | | | | | |
| b) Individuals | | | | | | | | | | |
| i) Individual shareholders holding nominal share capital up to Rs.1 lakh | 221378 | 167300 | 388678 | 12.96 | 223933 | 167200 | 391133 | 13.04 | 0.08 | |
| ii) Individuals shareholders holding nominal share capital in excess of Rs.1 lakh | 168660 | 75000 | 243660 | 8.12 | 150995 | 75000 | 225995 | 7.53 | -0.59 | |
| c) Others (specify) | | | | | | | | | | |
| i) Director | 0 | 1000 | 1000 | 0.03 | 0 | 1000 | 1000 | 0.03 | 0.03 | |
| ii)Hundu Undivided Family | 26289 | 0 | 26289 | 0.88 | 35781 | 0 | 35781 | 1.19 | 0.31 | |
| iii) Non Resident Indians | | | | | | | | | | |
| iv) Clearing member | 1456 | 0 | 1456 | 0.05 | 6174 | 0 | 6174 | 0.21 | 0.16 | |
| SUB TOTAL: (B) (2) | | | | | | | | | | |
| | 451200 | 298800 | 750000 | 25.00 | 451300 | 298700 | 750000 | 25.00 | | |
| Total Public Shareholding (B) = (B)(1)+(B)(2) | | | | | | | | | | |
| | 451200 | 298800 | 750000 | 25.00 | 451300 | 298700 | 750000 | 25.00 | | |
| C Shares held by Custodian for GDRs & ADRs | | | | | | | | | | |
| | | | | | | | | | | |
| GRAND TOTAL: (A+B+C) | | | | | | | | | | |
| | 2701200 | 298800 | 3000000 | 100 | 2701300 | 298700 | 3000000 | 100 | | |

| ii) Shareholding of Promoters | | | | | | | | | | |
|---|---|---|----------------------------------|--|---|----------------------------------|--|---|--|--|
| Sr. No. | Shareholders' Name | Share holding at the beginning of the year (01/04/2016) | | | Share holding at the end of the year (31/03/2017) | | | | | |
| | | No. of Shares | % of total shares of the company | % of shares pledged/encumbered to total shares | No. of Shares | % of total shares of the company | % of shares pledged/encumbered to total shares | % change in share holding during the year | | |
| 1 | Bombay Mercantile & Leasing Co. Ltd | 1025398 | 34.1799 | - | 1025398 | 34.1799 | - | - | | |
| 2 | Ashok Tulsyan HUF | 600000 | 20.0000 | - | 600000 | 20.0000 | - | - | | |
| 3 | Abhinandan Textiles & Traders Pvt. Ltd. | 375000 | 12.5000 | - | 375000 | 12.5000 | - | - | | |
| 4 | Ashok Kumar Tulsyan | 130500 | 4.3500 | - | 130500 | 4.3500 | - | - | | |
| 5 | Sanju Tilsyan | 63900 | 2.1300 | - | 63900 | 2.1300 | - | - | | |
| 6 | Shanti Devi Tulsyan | 27100 | 0.9033 | - | 27100 | 0.9033 | - | - | | |
| 7 | Sita Equity Pvt Ltd. | 15602 | 0.5201 | - | 15602 | 0.5201 | - | - | | |
| 8 | Tulsyan Products Pvt. Ltd. | 10500 | 0.3500 | - | 10500 | 0.3500 | - | - | | |
| 9 | Anjua Tulsyan | 1000 | 0.0333 | - | 1000 | 0.0333 | - | - | | |
| 10 | Sneha Tulsyan | 1000 | 0.0333 | - | 1000 | 0.0333 | - | - | | |
| TOTAL | | 2250000 | 75.00 | - | 2250000 | 75.00 | - | - | | |
| iii) Change in Promoter's Shareholding | | | | | | | | | | |
| There are no changes in the promoter's shareholdings during the financial year 2016-17. | | | | | | | | | | |

| iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters & Holders of GDRs & ADRs) | | | | | | | | |
|---|--------------------------------|---|----------------------------------|---------------|------------------------------------|--------|---|----------------------------------|
| Sr. No. | Shareholders' Name | Share holding at the beginning (01/04/2016)/ end (31/03/2017) of the year | | Date | Increase/ Decrease in shareholding | Reason | Cumulative Share-holding during the year (01/04/16 to 31/03/17) | |
| | | No. of Shares | % of total shares of the company | | | | No. of Shares | % of total shares of the company |
| 1 | MOHAN SINGH | 75000 | 2.50000 | 1 Apr 2016 | 0 | | | |
| | | 75000 | 2.50000 | 31 Mar 2017 | | | 75000 | 2.5 |
| 2 | CHARM FISCAL COMPANY PVT.LTD. | 52900 | 1.7633 | 1 Apr 2016 | 0 | | | |
| | | 52900 | 1.7633 | 31 Mar 2017 | | | 52900 | 1.7633 |
| 3 | VSL SECURITIES PRIVATE LIMITED | 28590 | 0.9530 | 1 Apr 2016 | 0 | | | |
| | | 28590 | 0.9530 | 31 Mar 2017 | | | 28590 | 0.9530 |
| 4 | GORDHAN DAS BAGARIA | 27750 | 0.9250 | 1 Apr 2016 | 0 | | | |
| | | | | 07 Oct 2016 | -27750 | T | 0 | 0.00 |
| | | 0 | 0 | 31 Mar 2017 | | | | |
| 5 | HITESH RAMJI JAVERI | 27574 | 0.9191 | 1 Apr 2016 | 0 | | 0 | 0.00 |
| | | | | 10 Feb 2017 | -27473 | T | 101 | 0.0034 |
| | | 101 | 0.0034 | 31 Mar 2017 | | | | |
| 6 | RAJ KUMAR LOHIA | 27191 | 0.9064 | 1 Apr 2016 | 0 | | | |
| | | 27191 | 0.9064 | 31 Mar 2017 | | | 27191 | 0.9064 |
| 7 | SUMAN DEVI BAGARIA | 24600 | 0.8200 | 1 Apr 2016 | 0 | | | |
| | | | | 7 Oct 2016 | 27750 | T | 52350 | 1.7450 |
| 8 | MUKESH KUMAR BAGERIA | 52350 | 1.7450 | 31 Mar 2017 | | | 52350 | 1.7450 |
| | | 17390 | 0.5797 | 1 Apr 2016 | 0 | | | |
| 9 | DEEPAK HARLALKA | 17390 | 0.5797 | 31 Mar 2017 | | | 17390 | 0.5797 |
| | | 0 | 0 | 1 Apr 2016 | 0 | | 0 | 0 |
| 10 | INDRA GAGGAR | | | 3 Feb 2017 | 1 | T | 1 | 0.000 |
| | | | | 10 Feb 2017 | 25000 | T | 25001 | 0.8334 |
| | | | | 17 Feb 2017 | 500 | T | 25501 | 0.8500 |
| | | 25501 | 0.8500 | 31 Mar 2017 | | | 25501 | 0.8500 |
| | | 0 | 0.00 | 1 Apr 2016 | 0 | | 0.00 | 0.00 |
| 11 | RAJ KR LOHIA | 10908 | 0.3636 | 31 Mar 2017 | | | 10908 | 0.3636 |
| | | 21733 | 0.7244 | 1 Apr 2016 | 0 | | | |
| 12 | PUSHPA VYAS | 21733 | 0.7244 | 31 Mar 2017 | | | 21733 | 0.7244 |
| | | 17655 | 0.5885 | 1 Apr 2016 | 0 | | | |
| 13 | VIJAYABEN P PARIKH | 17655 | 0.5885 | 31 Mar 2017 | | | 17655 | 0.5885 |
| | | 26500 | 0.8833 | 1 Apr 2016 | 0 | | | |
| | | | | 22 Apr 2016 | -100 | T | 26400 | 0.8800 |
| | | | | 13 May 2016 | -594 | T | 25806 | 0.8602 |
| | | | | 20 May 2016 | -100 | T | 25706 | 0.8569 |
| | | | | 8 Jul 2016 | -50 | T | 25656 | 0.8552 |
| | | | | 15 Jul 2016 | -50 | T | 25606 | 0.8535 |
| | | | | 5 Aug 2016 | -3700 | T | 21906 | 0.7302 |
| | | | | 12 Aug 2016 | -5000 | T | 16906 | 0.5635 |
| | | | | 2 Sep 2016 | -500 | T | 16406 | 0.5469 |
| | | | | 9 Sep 2016 | -100 | T | 16306 | 0.5435 |
| | | | | 16 Sep 2016 | -609 | T | 15697 | 0.5232 |
| | | | | 14 Oct 2016 | -750 | T | 14947 | 0.4982 |
| | | | | 21 Oct 2016 | -25 | T | 14922 | 0.4974 |
| | | | | 28 Oct 2016 | -2612 | T | 12310 | 0.4103 |
| | | | | 04 Nov 2016 | -500 | T | 11810 | 0.3937 |
| | | | | 09 Dec 2016 | -659 | T | 11151 | 0.3717 |
| | | | | 06 Jan 2017 | -100 | T | 11051 | 0.3684 |
| | | | | 20 Jan 2017 | -11000 | T | 51 | 0.0017 |
| | | 51 | 0.0017 | 31 March 2017 | | | 51 | 0.0017 |

*T - Transfer

| v) Shareholding of Directors and Key Managerial Personnel (KMP) | | | | | | | | |
|---|--------------------|---|------|-------------|------------------------------------|--------|---|------|
| Sr. No. | Shareholders' Name | Share holding at the beginning of the year (01/04/2016) | | Date | Increase/ Decrease in shareholding | Reason | Cumulative Share-holding during the year (01/04/16 to 31/03/17) | |
| A Directors | | | | | | | | |
| 1 | ASHOK TULSYAN | 130500 | 4.35 | 1 Apr 2016 | - | | | |
| | | 130500 | 4.35 | 31 Mar 2017 | | | 130500 | 4.35 |
| 2 | SANJU TULSYAN | 63900 | 2.13 | 1 Apr 2016 | - | | | |
| | | 63900 | 2.13 | 31 Mar 2017 | | | 63900 | 2.13 |
| 3 | K K AGRAWAL | 1000 | 0.03 | 1 Apr 2016 | - | | | |
| | | 1000 | 0.03 | 31 Mar 2017 | | | 1000 | 0.03 |
| B Key Managerial Personnel (KMP)- Nil Shareholding | | | | | | | | |

| | |
|------------|---|
| V | INDEBTEDNESS |
| | The Company had no indebtedness with respect to secured or unsecured Loans or Deposits during the financial year 2016-17. |
| VI | REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL |
| | Whole Time Director – NIL, Independent Director (Mr. Sandeep Rathi) sitting fees paid Rs.15,000/-. Key managerial Personnel – Company Secretary (Mrs. Heta Mehta) Paid Rs. 41,125/- Mr. V K Vora (CFO) Paid Rs. 1,59,257/- |
| VII | PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES - NIL |

FORM MR-3
SECRETARIAL AUDIT REPORT

FOR FINANCIAL YEAR ENDED ON MARCH 31, 2017

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

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

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

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, we hereby report that in our opinion the Company has, during the audit period covering the financial year ended on 31st March, 2017 complied with the Statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2017 according to the provisions of;

1. The Companies Act, 2013 (the Act) and the rules made there under;
2. The Securities Contracts (Regulation) Act, 1956(SCRA) and the rules made there under;
3. The Depositories Act, 1996 and the Regulations and Bye-law framed hereunder;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment and Overseas Direct Investment;
5. Reserve Bank of India Act, 1934 and rules and regulations made there under and any modification, new enactment from time to time related to Non Banking Financial Company.
6. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India, 1992 (' SEBI Act');
 - (a) The Securities and Exchange Board of India(Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and SEBI (Prohibition of Insider Trading) Regulations 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 – Not applicable for the audit period;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 - Not applicable for the audit period;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - Not applicable for the audit period;
 - (f) The Securities and Exchange Board of India (Registration to an Issue and Share Transfers Agents) Regulations, 1993;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 - Not applicable for the audit period;
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 - Not applicable for the audit period;
7. Other Laws applicable to the Company ;
 - i. The Prevention of Money Laundering Act, 2002 (PMLA);
 - ii. The Reserve Bank of India Act, 1934;
 - iii. Non-Systemically Important Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2015.

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

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

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

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

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

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

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

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

For VKM & Associates
Practicing Company Secretary

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

Place: Mumbai
Date : 18/05/2017

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

"ANNEXURE A"

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

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

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

For VKM & Associates
Practicing Company Secretary

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

Place: Mumbai
Date : 18/05/2017

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

REPORT ON THE FINANCIAL STATEMENTS

We have audited the accompanying financial statements of Sita Enterprises Limited ("the Company"), which comprises the Balance Sheet as at March 31, 2017, the Statement of Profit and Loss and Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility For The Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial control that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

AUDITOR'S RESPONSIBILITY

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

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

We conducted our audit in accordance with the Standards on Auditing, issued by the Institute of Chartered Accountants of India, as specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

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

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

OPINION

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted

in India of the state of affairs of the Company as at March 31, 2017, its profit, and its cash flows for the year ended on that date.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the order, to the extent applicable.
2. As required by section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - (b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - (c) The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 and Companies (Accounting Standards) amendments Rules-2016.
 - (e) On the basis of written representations received from the directors as on March 31, 2017, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017, from being appointed as a director in terms of section 164 (2) of the Act;
 - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B" to this report;
 - (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations affecting its financial position in its financial statements.
 - ii. The Company did not enter any long-term contracts including derivative contracts during the year.
 - iii. The company was not required to transfer any amount to the Investor Education and Protection Fund during the year.
 - iv. The Company has provided requisite disclosures in its financial statements as to holdings as well as dealings in Specified bank Notes during the period from 8th November, 2016 to 30th December, 2016 and these are in accordance with the books of accounts maintained by the company.

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

Rishikesh Agrawal
Membership No.113844
Partner

Mumbai, 18th May 2017

Annexure A

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

Re: SITA ENTERPRISES LIMITED (“the Company”)

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

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

Rishikesh Agrawal
Membership No.113844
Partner

Mumbai, 18th May 2017

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, 2017 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

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

Auditor’s Responsibility

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

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

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

Meaning of Internal Financial Controls Over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

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

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

Rishikesh Agrawal
Membership No.113844
Partner

Mumbai, 18th May 2017

SITA ENTERPRISES LIMITED

BALANCE SHEET AS AT 31st MARCH, 2017

Rupees

| PARTICULARS | Note No. | As at 31-3-2017 | As at 31-03-2016 |
|-----------------------------------|----------|---------------------|--------------------|
| I. EQUITY AND LIABILITIES | | | |
| 1 Shareholders' Funds | | | |
| (a) Share Capital | 1 | 3,00,00,000 | 3,00,00,000 |
| (b) Reserves and Surplus | 2 | 6,88,57,739 | 6,43,03,744 |
| 2 Current Liabilities | | | |
| (a) Other current liabilities | | | |
| Sundry payables | | 14,950 | 14,885 |
| Advance received | | - | 18,00,000 |
| (b) Short-term provisions | | | |
| Current income tax | | 10,18,000 | 1,50,877 |
| Contingent Provision | | 2,50,000 | 2,50,000 |
| Total | | 10,01,40,689 | 9,65,19,506 |
| II. ASSETS | | | |
| 1 Non-current assets | | | |
| (a) Fixed assets | | | |
| Tangible assets | 3 | - | 1,178 |
| (b) Non-current investments | 4 | 7,22,39,735 | 7,97,89,793 |
| 2 Current assets | | | |
| (a) Cash and cash equivalents | 5 | 3,57,452 | 1,56,643 |
| (b) Short-term loans and advances | 6 | 2,75,43,502 | 1,65,71,892 |
| Total | | 10,01,40,689 | 9,65,19,506 |
| Significant Accounting Policies | 9 | | |
| Other Notes | 10 | | |

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

Rishikesh Agrawal
Membership No: 113844
Partner

MUMBAI, 18th May 2017

For and on behalf of the Board

A.Tulsyan
Director

S.Tulsyan
Director

Shweta Mehta
Company Secretary

V K Vora
Chief Financial Officer

SITA ENTERPRISES LIMITED

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH, 2017

Rupees

| P A R T I C U L A R S | Note No. | For the year ended 31-03-2017 | For the year ended 31-03-2016 |
|--|-------------|----------------------------------|----------------------------------|
| I. Revenue from operations | | | |
| Interest income | | 39,26,307 | 22,11,350 |
| II. Other Income | | | |
| Dividend income | | 16,810 | 13,892 |
| Net gain / loss on sale of investments | | 33,75,239 | - |
| Profit on Sale of Fixed Assets | | 1,322 | - |
| Total Revenue | | 73,19,678 | 22,25,242 |
| III. Expenses | | | |
| Employee benefit expense | 7 | 6,74,679 | 6,67,500 |
| Depreciation expense | | - | 1,766 |
| Other expenses | 8 | 10,77,243 | 7,54,524 |
| Total Expenses | | 17,51,922 | 14,23,790 |
| IV. Profit before exceptional and extraordinary items and tax | | 55,67,756 | 8,01,452 |
| V. Exceptional and Extraordinary Items | | - | - |
| VI. Profit before tax | | 55,67,756 | 8,01,452 |
| VII. Tax expense: | | | |
| (1) Current tax | | 10,18,000 | 1,50,877 |
| (2) Deferred tax | | - | - |
| (3) Income tax for earlier year | | (4,239) | 440 |
| | | 10,13,761 | 1,51,317 |
| VIII. Profit for the period | | 45,53,995 | 6,50,135 |
| IX. Earning per equity share: | | | |
| (1) Basic | | 1.52 | 0.22 |
| (2) Diluted | | 1.52 | 0.22 |
| Significant Accounting Policies | 9 | | |
| Other Notes | 10 | | |

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

For and on behalf of the Board

Rishikesh Agrawal
Membership No: 113844
Partner

A. Tulsyan
Director

S. Tulsyan
Director

MUMBAI, 18th May 2017

Shweta Mehta
Company Secretary

V K Vora
Chief Financial Officer

SITA ENTERPRISES LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2017

Rupees

| PARTICULARS | For the year ended 31-03-2017 | For the year ended 31-03-2016 |
|--|--|--|
| Cash Flow from Operating Activities: | | |
| Net profit before tax and Extraordinary items | 55,67,756 | 8,01,452 |
| Adjustments for: | | |
| Net (gain) / loss on sale of investments | (33,75,239) | - |
| Depreciation | - | 1,766 |
| (Profit)/Loss on sale of fixed assets | (1,322) | - |
| Operating Profit Before Working Capital Changes | 21,91,195 | 8,03,218 |
| Adjustments for: | | |
| Trade and other receivables | (1,09,71,610) | (29,13,723) |
| Trade Payables and Other Liabilities | (9,32,812) | 18,73,475 |
| Cash Generated from Operations | (97,13,227) | (2,37,030) |
| Direct Taxes paid | (10,13,761) | (1,51,317) |
| Net Cash from Operating Activities.....A | (1,07,26,988) | (3,88,347) |
| Cash Flow from investing Activities | | |
| Purchase of Fixed Asset | - | - |
| Sale of Fixed Assets | 2,500 | - |
| Purchase of investment | (1,78,88,160) | (6,58,910) |
| Sale of investment | 2,88,13,457 | - |
| Net Cash Used in investing Activities.....B | 1,09,27,797 | (6,58,910) |
| Cash Flow from Financing Activities: | | |
| Net Cash Flow from Financing Activities...C | - | - |
| Net increase/(decrease) in Cash and Cash equivalents (A+B+C) | 2,00,809 | (10,47,257) |
| Cash and Cash equivalents Opening Balance | 1,56,643 | 12,03,900 |
| Cash and Cash equivalents Closing Balance | 3,57,452 | 1,56,643 |

Note: Figures in brackets represent outflows.

As per our report attached

For and on behalf of the Board

For MITTAL & MITTAL

Firm Registration No. 106457W

Chartered Accountants

Rishikesh Agrawal

Membership No: 113844

Partner

MUMBAI, 18th May 2017

A. Tulsyan

Director

S.Tulsyan

Director

Shweta Mehta

Company Secretary

V K Vora

Chief Financial Officer

SITA ENTERPRISES LIMITED

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2017

| | Rs. 31-03-2017 | Rs. 31-03-2016 | | Rs. 31-3-2017 | Rs. 31-3-2016 |
|--|--------------------------------------|--------------------|---|------------------------------------|--------------------|
| 1 SHARE CAPITAL | | | | | |
| Authorised : | | | (b) Investments in Venture Capital Fund - unquoted | | |
| 30,00,000 Equity Shares of Rs.10/- each | <u>3,00,00,000</u> | <u>3,00,00,000</u> | 100 (100) Aditya Birla Real Estate | | |
| Issued Subscribed and Fully Paid : | | | Fund - I - Class A units of Rs. 1,00,000 each - | | |
| 30,00,000 Equity Shares of Rs.10/- each | | | amount called Paid Rs.100000/- | 83,80,866 | 94,94,323 |
| fully paid up in cash | <u>3,00,00,000</u> | <u>3,00,00,000</u> | balance with the fund *Rs.83,808.66/-(Rs.94,943.23) | | |
| Refer to Note 10 | | | *After adjusting refund of principal capital contribution by the fund | | |
| 2 RESERVES & SURPLUS | | | | | |
| General Reserve | | | (c) Investments in Mutual Fund - unquoted | | |
| As per last account | 5,35,50,000 | 5,34,50,000 | 56346(-)Birla Sunlife Equity Fund - Div.Regu. Plan | 50,00,000 | - |
| Add: Transfer from Profit & Loss Statement | <u>1,00,000</u> | <u>1,00,000</u> | 352(-)Birla Sunlife Savings Fund - Growth Regu. Plan | 1,09,972 | - |
| | <u>5,36,50,000</u> | <u>5,35,50,000</u> | (d) Other non-current investments | | |
| Surplus in Profit & Loss Statement | | | Investment Property | | |
| As per last account | 1,07,53,744 | 1,02,03,609 | Properties under construction or development | 2,15,06,293 | 3,30,52,866 |
| Add: Profit for the period | 45,53,995 | 6,50,135 | TOTAL INVESTMENTS | <u>7,22,39,735</u> | <u>7,97,89,793</u> |
| Less: Transfer to Genral Reserve | <u>1,00,000</u> | <u>1,00,000</u> | 5 CASH & CASH EQUIVALENTS | | |
| | <u>1,52,07,739</u> | <u>1,07,53,744</u> | Balance with banks | 3,20,849 | 1,10,634 |
| | <u>6,88,57,739</u> | <u>6,43,03,744</u> | Cash in hand | <u>36,603</u> | <u>46,009</u> |
| | | | | <u>3,57,452</u> | <u>1,56,643</u> |
| 3 TANGIBLE ASSETS: | | | | | |
| Office Equipment-at cost | 7,20,967 | 7,20,967 | 6 SHORT TERM LOANS & ADVANCES | | |
| Depreciation up to date | - | 7,19,789 | (Unsecured, considered good) | | |
| Sold during the year | <u>2,500</u> | <u>-</u> | Loans Paid | 2,63,19,136 | 1,61,14,400 |
| Net Block | <u>-</u> | <u>1,178</u> | Advance tax paid for current year | 10,26,353 | 1,57,246 |
| | | | Taxes refundable for earlier years | <u>1,98,013</u> | <u>3,00,246</u> |
| | | | | <u>2,75,43,502</u> | <u>1,65,71,892</u> |
| 4 NON CURRENT INVESTMENTS | | | | | |
| Trade investments at cost | | | | | |
| (a) Fully Paid up Equity Shares of Face value of Rs.10/- each or otherwise specified | | | | | |
| <i>Quoted Shares</i> | | | | | |
| Nos | Name | | | 7 EMPLOYEES BENEFIT EXPENSE | |
| | | | | Salary | 6,51,179 |
| | | | | Bonus | <u>23,500</u> |
| | | | | | <u>6,74,679</u> |
| 8000(8000) | Computer Disc Ind | 4,96,824 | 4,96,824 | 8 OTHER EXPENSES | |
| 1144 (1144) | East India Hotel Rs.2/- | 46,900 | 46,900 | Travelling & Conveyance Expenses | 1,41,952 |
| 20000(20000) | GVK Power & Infra.Ltd. Rs.1/- | 4,99,483 | 4,99,483 | Rent | 2,85,000 |
| 200(200) | Indian Hotels Co. Ltd Rs.1/- | 11,244 | 11,244 | Telephone Expenses | 12,865 |
| 1500(1000) | Oil And Natural Gas corp. Ltd.Rs.1/- | 4,01,470 | 4,01,470 | Listing Fees | 2,29,000 |
| 1600(1600) | Tata Global Beverages Ltd.Rs.1/- | <u>3,98,308</u> | <u>3,98,308</u> | Miscellaneous Expenses | <u>4,08,426</u> |
| | | <u>18,54,229</u> | <u>18,54,229</u> | | <u>10,77,243</u> |
| | | | | | <u>7,54,524</u> |
| <i>Unquoted Shares</i> | | | | | |
| 730000 (730000) | Sita Offers & Brse. Exp. Ltd.* | 1,72,90,000 | 1,72,90,000 | | |
| 1205000 (1205000) | Bombay Mer & Lsg Co. Ltd * | 1,80,75,000 | 1,80,75,000 | | |
| 18700 (18700) | Vatsa Corporation Rs.1/- | <u>23,375</u> | <u>23,375</u> | | |
| * associate | | <u>3,53,88,375</u> | <u>3,53,88,375</u> | | |
| | | <u>3,72,42,604</u> | <u>3,72,42,604</u> | | |

9. Significant accounting policies.

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

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

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

iv. Investments - Investments are stated at cost. Investment in properties that are not intended to be substantially used for the operations of the company are classified as Investment Property.

v. Loans and advances which are recoverable on demand or stipulation in cash or kind or for value to be received are classified as short term.

vi. Revenue Recognition - Income from dividend and sale of investments is recognised when the right to receive payment is established. Other income from Investments is accounted for as and when realised by the company and is included together with the related tax credit in the Statement of Profit and Loss. The interests on Loan amounts given are provided whenever it is receivable.

10. Other Notes.

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

ii. Tax deducted at source on interest income - Rs. 4,26,353/- (Rs. 1,57,246/-) and on dividend Nil. Interest income includes an amount of Rs.5,59,426/-(Rs. 4,01,672/-) received during the year from a venture capital fund.

iii. Basic and Diluted earning per share has been calculated by dividing the net profit after tax i.e. Rs.45.54 Lacs for the year by the weighted average number of equity shares outstanding during the year i.e. 30 Lacs shares.

iv. The provision for deferred tax assets/liabilities as on 31-3-17 is Nil. As a measure of prudence, deferred tax assets for MAT credit for future tax liabilities has not been taken into account. Provision for bad and doubtful debts and for depreciation in investments - Nil. Gross non-performing assets - Nil. Net non-performing assets - Nil. Assets acquired in satisfaction of debts - Nil. Amount due to Micro, Small & Medium Enterprises as per MSMED Act, 2006 as on 31-03-2017 - Nil. The Company has not accepted any deposits from the public. As per guidelines issued by Reserve Bank of India an amount of Rs. 2.5 lacs has been provided as Contingent Provision against Standard Assets and has been shown as Contingent Provision in the balance sheet.

v. The Company is in the business of investment and finance and all its activities revolve around this business. As such, there are no separate reportable Segments. As provided in Accounting Standard 3 the Dividend income has been included in Operating Activities in

Cash Flow Statement. In the Statement of Profit and Loss Dividend Income has been shown under Other Income as per requirement of Schedule III.

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

vii. Disclosers - Related Party - Mr. S. Rathi - Non Executive Director (Independent Director) sitting fees paid Rs. 15,000/-. Key managerial Personnel - Remuneration Paid - Mrs. Heta Mehta (Company Secretary) - Rs. 41,125/- Mr. V K Vora (CFO) Rs. 1,59,257/-

viii. Market value of all quoted investments-Rs.8,48,833/- (Rs.7,88,178/-). Provision for diminution in value of investments- Nil. Investments in Properties are partly paid to the extent of amount due and payable as per the terms of purchase and progress of construction and are shown as other non current investments as per requirement of Schedule III.

ix. Miscellaneous expenses grouped under the head of Other Expenses include Rs.14,350/- (Rs.11,450/-) for audit fees, Rs. 3,450/- (Rs.3,435) for internal audit, Rs.18,000/- (Rs.18,000/-) for Secretarial Auditors fees, reports, certification of returns, e-voting work..

x. Contingent liabilities and commitments (to the extent not provided for) - Uncalled liability on commitments for Investments in Properties under construction or development Rs.110 Lacs.

xi. As per Notification issued by Ministry of Corporate Affairs dated 30/03/2017, detail regarding disclosure of specified bank notes (SBNs) held and transacted during the period from 08/11/2016 to 30/12/2016 is as under:-

| | SBNs. | Other Denomination Notes | Total |
|--|-------|--------------------------|----------|
| Closing cash in hand as on 08/11/2016 | 4,000 | 37,594 | 41,594 |
| (+) Permitted Receipts (Cash withdrawal from bank) | | 1,55,000 | 1,55,000 |
| (-) Permitted Payments | | | |
| (-) Amount deposited in Banks | 4,000 | 1,00,610 | 1,04,610 |
| Closing cash in hand as on 30/12/2016 | 0 | 91,984 | 91,984 |

For and on behalf of the Board

For Mittal & Mittal

Firm Registration No.106457W

Chartered Accountants

A.Tulsyan
Director

S. Tulsyan
Director

Rishikesh Agrawal

Membership No. 113844

Partner

Shweta Mehta
Company Secretary

V K Vora
Chief Financial Officer

Mumbai, 18th May 2017

SITA

ENTERPRISES LTD.

**Consolidated
Financial Statements
2017**

**INDEPENDENT AUDITOR'S REPORT
TO
THE MEMBERS OF SITA ENTERPRISES LIMITED**

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of SITA ENTERPRISES LIMITED (hereinafter referred to as "the Company") and its associate entities, comprising of the Consolidated Balance Sheet as at 31st March, 2017, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

Management's Responsibility for the Consolidated Financial Statements

The Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Company including its associate entities in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act.

The respective Board of Directors of the companies included in the Company and of its associate entities are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; the 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, which have been used for the purpose of preparation of the consolidated financial statements by the Board of Directors of the Company, as aforesaid.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit of consolidated financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

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

The consolidated financial statements include accounts of associate companies audited by other auditors. Our opinion and report on the consolidated financial statements, in so far as it relates to the accounts and disclosures included in respect to these associates, are based solely on the audited accounts of such associates along with report of their auditors. Our opinion and report on consolidated financial

statements are not modified with respect to our reliance on the work done and the report of other auditors.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us and on consideration of reports of other auditors of associate companies the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Company and its associate entities as at 31st March, 2017, and their consolidated Profit and their consolidated cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

As required by Section 143(3) of the Act, we report, to the extent applicable, 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 of the aforesaid consolidated financial statements.
- (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the report of the other auditors.
- (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
- (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards prescribed under Section 133 of the Act and Companies (Accounting Standards) amendments Rules-2016.
- (e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2017 and taken on record by the Board of Directors of the Holding Company, none of the directors of the company and its associate entities is disqualified as on 31st March, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure "A"; and
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations affecting its financial position in its financial statements.
 - ii. The Company did not enter any long-term contracts including derivative contracts during the year.
 - iii. The company was not required to transfer any amount to the Investor Education and Protection Fund during the year.
 - iv. The Company has provided requisite disclosures in its financial statements as to holdings as well as dealings in Specified bank Notes during the period from 8th November, 2016 to 30th December, 2016 and these are in accordance with the books of accounts maintained by the company.

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

Rishikesh Agrawal
Membership No.113844
Partner

Mumbai, 18th May 2017

ANNEXURE – “A” TO THE INDEPENDENT AUDITORS REPORT OF EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF SITA ENTERPRISES LIMITED

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

In conjunction with our audit of the consolidated financial statements of the company as of and for the year ended 31st March, 2017, we have audited the internal financial controls over financial reporting of SITA ENTERPRISES LIMITED (“the Company”) and its associate entities as of that date.

Management’s Responsibility for Internal Financial Controls

The Respective Board of Directors of the Company and its associate entities are 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 (‘ICAI’). 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 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, issued by ICAI and deemed to be prescribed 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 consolidated 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 Company’s and its associate entities internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Company and its associate entities 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 31 March 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

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

Rishikesh Agrawal
Membership No.113844
Partner

Mumbai, 18th May 2017

SITA ENTERPRISES LIMITED

CONSOLIDATED BALANCE SHEET AS AT 31st MARCH, 2017

Rupees

| PARTICULARS | Note No. | As at 31-3-2017 | As at 31-3-2016 |
|-----------------------------------|----------|---------------------|---------------------|
| I. EQUITY AND LIABILITIES | | | |
| 1 Shareholders' Funds | | | |
| (a) Share Capital | 1 | 3,00,00,000 | 3,00,00,000 |
| (b) Reserves and Surplus | 2 | 8,80,02,148 | 8,30,76,775 |
| 2 Current Liabilities | | | |
| (a) Other current liabilities | | | |
| Sundry payables | | 14,950 | 14,885 |
| Advance received | | - | 18,00,000 |
| (b) Short-term provisions | | | |
| Current income tax | | 10,18,000 | 1,50,877 |
| Contingent Provision | | 2,50,000 | 2,50,000 |
| Total | | 11,92,85,098 | 11,52,92,537 |
| II. ASSETS | | | |
| 1 Non-current assets | | | |
| (a) Fixed assets | | | |
| Tangible assets | 3 | - | 1,178 |
| (b) Non-current investments | 4 | 9,13,84,144 | 9,85,62,824 |
| 2 Current assets | | | |
| (a) Cash and cash equivalents | 5 | 3,57,452 | 1,56,643 |
| (b) Short-term loans and advances | 6 | 2,75,43,502 | 1,65,71,892 |
| Total | | 11,92,85,098 | 11,52,92,537 |
| Significant Accounting Policies | 9 | | |
| Other Notes | 10 | | |

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

Rishikesh Agrawal
Membership No: 113844
Partner

MUMBAI, 18th May 2017

For and on behalf of the Board

A.Tulsyan
Director

S.Tulsyan
Director

Shweta Mehta
Company Secretary

V K Vora
Chief Financial Officer

SITA ENTERPRISES LIMITED

STATEMENT OF CONSOLIDATED PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH, 2017

Rupees

| P A R T I C U L A R S | Note No. | For the year ended 31-03-2017 | For the year ended 31-03-2016 |
|---|-------------|----------------------------------|----------------------------------|
| I Revenue from operations | | | |
| Interest income | | 39,26,307 | 22,11,350 |
| II Other Income | | | |
| Dividend income | | 16,810 | 13,892 |
| Net gain / loss on sale of investments | | 33,75,239 | - |
| Profit on Sale of Fixed Assets | | 1,322 | - |
| Total Revenue | | 73,19,678 | 22,25,242 |
| III Expenses | | | |
| Employee benefit expense | 7 | 6,74,679 | 6,67,500 |
| Depreciation expense | | - | 1,766 |
| Other expenses | 8 | 10,77,243 | 7,54,524 |
| Total Expenses | | 17,51,922 | 14,23,790 |
| IV Profit before exceptional and extraordinary items and tax | | 55,67,756 | 8,01,452 |
| V Exceptional and Extraordinary Items | | - | - |
| VI Profit before tax | | 55,67,756 | 8,01,452 |
| VII Share in Profit of Associates | | 3,71,378 | 4,01,658 |
| VIII Profit before tax including share in profit of associates | | 59,39,134 | 12,03,110 |
| IX Tax expense: | | | |
| (1) Current tax | | 10,18,000 | 1,50,877 |
| (2) Deferred tax | | - | - |
| (3) Income tax for earlier year | | (4,239) | 440 |
| | | 10,13,761 | 1,51,317 |
| X Profit after tax attributable to shareholders of the company | | 49,25,373 | 10,51,793 |
| XI Earning per equity share: | | | |
| (1) Basic | | 1.64 | 0.35 |
| (2) Diluted | | 1.64 | 0.35 |
| Significant Accounting Policies | 9 | | |
| Other Notes | 10 | | |

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

For and on behalf of the Board

Rishikesh Agrawal
Membership No: 113844
Partner

A.Tulsyan
Director

S.Tulsyan
Director

MUMBAI, 18th May 2017

Shweta Mehta
Company Secretary

V K Vora
Chief Financial Officer

SITA ENTERPRISES LIMITED

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2017

Rupees

| P A R T I C U L A R S | For the year ended 31-03-2017 | For the year ended 31-03-2016 |
|--|----------------------------------|----------------------------------|
| Cash Flow from Operating Activities: | | |
| Net profit before tax and Extraordinary items | 59,39,134 | 12,03,110 |
| Adjustments for: | | |
| Share of Profit of Associates | (3,71,378) | (4,01,658) |
| Net gain / loss on sale of investments | (33,75,239) | - |
| Depreciation | - | 1,766 |
| (Profit)/Loss on sale of fixed assets | (1,322) | - |
| Operating Profit Before Working Capital Changes | 21,91,195 | 8,03,218 |
| Adjustments for: | | |
| Trade and other receivables | (1,09,71,610) | (29,13,723) |
| Trade Payables and Other Liabilities | (9,32,812) | 18,73,475 |
| Cash Generated from Operations | (97,13,227) | (2,37,030) |
| Direct Taxes paid | (10,13,761) | (1,51,317) |
| Net Cash from Operating Activities.....A | (1,07,26,988) | (3,88,347) |
| Cash Flow from investing Activities | | |
| Purchase of Fixed Asset | - | - |
| Sale of Fixed Assets | 2,500 | - |
| Purchase of investment | (1,78,88,160) | (6,58,910) |
| Sale of investment | 2,88,13,457 | - |
| Net Cash Used in investing Activities.....B | 1,09,27,797 | (6,58,910) |
| Cash Flow from Financing Activities: | | |
| Net Cash Flow from Financing Activities...C | - | - |
| Net increase/(decrease) in Cash and Cash equivalents (A+B+C) | 2,00,809 | (10,47,257) |
| Cash and Cash equivalents Opening Balance | 1,56,643 | 12,03,900 |
| Cash and Cash equivalents Closing Balance | 3,57,452 | 1,56,643 |

Note: Figures in brackets represent outflows.

As per our report attached

For MITTAL & MITTAL

Firm Registration No. 106457W

Chartered Accountants

Rishikesh Agrawal

Membership No: 113844

Partner

MUMBAI, 18th May 2017

For and on behalf of the Board

A. Tulsyan

Director

S. Tulsyan

Director

Shweta Mehta

Company Secretary

V K Vora

Chief Financial Officer

SITA ENTERPRISES LIMITED
NOTES ON CONSOLIDATED ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2017

| | Rs. 31-03-2017 | Rs. 31-03-2016 | | Rs. 31-3-2017 | Rs. 31-3-2016 |
|--|--------------------------------------|--------------------|---|--------------------|--------------------|
| 1 SHARE CAPITAL | | | | | |
| Authorised : | | | <i>Unquoted Shares</i> | | |
| 30,00,000 Equity Shares of Rs.10/- each | <u>3,00,00,000</u> | <u>3,00,00,000</u> | 730000 (730000) Sita Offers & Brse. Exp. Ltd.* cost | 1,72,90,000 | 1,72,90,000 |
| Issued Subscribed and Fully Paid : | | | Share in Post Acquisition Profit | <u>38,10,979</u> | <u>37,30,176</u> |
| 30,00,000 Equity Shares of Rs.10/- each | | | | <u>2,11,00,979</u> | <u>2,10,20,176</u> |
| fully paid up in cash | <u>3,00,00,000</u> | <u>3,00,00,000</u> | 1205000 (1205000) Bombay Mer & Lsg Co. Ltd * | 1,80,75,000 | 1,80,75,000 |
| Refer to Note 10 | | | Share in Post Acquisition Profit | <u>1,53,33,430</u> | <u>1,50,42,855</u> |
| | | | | <u>3,34,08,430</u> | <u>3,31,17,855</u> |
| 2 RESERVES & SURPLUS | | | | | |
| General Reserve | | | 18700 (18700) Vatsa Corporation R: | <u>23,375</u> | <u>23,375</u> |
| As per last account | 5,35,50,000 | 5,34,50,000 | * associate | <u>5,45,32,784</u> | <u>5,41,61,406</u> |
| Add: Transfer from Profit & Loss Statement | <u>1,00,000</u> | <u>1,00,000</u> | (b) Investments in Venture Capital Fund - unquoted | | |
| | <u>5,36,50,000</u> | <u>5,35,50,000</u> | 100 (100) Aditya Birla Real Estate | | |
| | | | Fund - I - Class A units of Rs. 1,00,000 each - | | |
| Surplus in Profit & Loss Statement | | | amount called Paid Rs.100000/- | 83,80,866 | 94,94,323 |
| As per last account | 1,07,53,744 | 1,02,03,609 | balance with the fund *Rs.83,808.66/-(Rs.94,943.23) | | |
| Add: Profit for the period | 45,53,995 | 6,50,135 | *After adjusting refund of principal capital contribution by the fund | | |
| Less: Transfer to Genral Reserve | <u>1,00,000</u> | <u>1,00,000</u> | (c) Investments in Mutual Fund - unquoted | | |
| | <u>1,52,07,739</u> | <u>1,07,53,744</u> | 56346(-)Birla Sunlife Equity Fund - Div.Regu. Plan | 50,00,000 | - |
| | <u>6,88,57,739</u> | <u>6,43,03,744</u> | 352(-)Birla Sunlife Savings Fund - Growth Regu. Plan | 1,09,972 | - |
| Share in Post Acquisition profit of Associates | | | (d) Other non-current investments | | |
| Accumulated balance as per last account | 1,87,73,031 | 1,83,71,373 | Investment Property | | |
| Add: Share in profit for the period | <u>3,71,378</u> | <u>4,01,658</u> | Properties under construction or development | <u>2,15,06,293</u> | <u>3,30,52,866</u> |
| | <u>1,91,44,409</u> | <u>1,87,73,031</u> | TOTAL INVESTMENTS | <u>9,13,84,144</u> | <u>9,85,62,824</u> |
| | | | | | |
| | | | 5 CASH & CASH EQUIVALENTS | | |
| | | | Balance with banks | 3,20,849 | 1,10,634 |
| | | | Cash in hand | <u>36,603</u> | <u>46,009</u> |
| | | | | <u>3,57,452</u> | <u>1,56,643</u> |
| | | | 6 SHORT TERM LOANS & ADVANCES | | |
| | | | (Unsecured, considered good) | | |
| | | | Loans Paid | 2,63,19,136 | 1,61,14,400 |
| | | | Advance tax paid for current year | 10,26,353 | 1,57,246 |
| | | | Taxes refundable for earlier years | <u>1,98,013</u> | <u>3,00,246</u> |
| | | | | <u>2,75,43,502</u> | <u>1,65,71,892</u> |
| | | | | | |
| | | | 7 EMPLOYEES BENEFIT EXPENSE | | |
| | | | Salary | 6,51,179 | 6,46,500 |
| | | | Bonus | <u>23,500</u> | <u>21,000</u> |
| | | | | <u>6,74,679</u> | <u>6,67,500</u> |
| | | | 8 OTHER EXPENSES | | |
| | | | Travelling & Conveyance Expenses | 1,41,952 | 1,26,366 |
| | | | Rent | 2,85,000 | - |
| | | | Telephone Expenses | 12,865 | 14,862 |
| | | | Listing Fees | 2,29,000 | 2,24,720 |
| | | | Miscellaneous Expenses | <u>4,08,426</u> | <u>3,88,576</u> |
| | | | | <u>10,77,243</u> | <u>7,54,524</u> |
| | | | | | |
| 3 TANGIBLE ASSETS: | | | | | |
| Office Equipment-at cost | 7,20,967 | 7,20,967 | | | |
| Depreciation up to date | - | 7,19,789 | | | |
| Sold during the year | <u>2,500</u> | <u>-</u> | | | |
| Net Block | <u>-</u> | <u>1,178</u> | | | |
| | | | | | |
| 4 NON CURRENT INVESTMENTS | | | | | |
| Trade investments at cost | | | | | |
| (a) Fully Paid up Equity Shares of Face value of Rs.10/- each or otherwise specified | | | | | |
| <i>Quoted Shares</i> | | | | | |
| Nos | Name | | | | |
| 8000(8000) | Computer Disc Ind | 4,96,824 | 4,96,824 | | |
| 1144 (1144) | East India Hotel Rs.2/- | 46,900 | 46,900 | | |
| 20000(20000) | GVK Power & Infra.Ltd. Rs.1/- | 4,99,483 | 4,99,483 | | |
| 200(200) | Indian Hotels Co. Ltd Rs.1/- | 11,244 | 11,244 | | |
| 1500(1000) | Oil And Natural Gas corp. Ltd.Rs.1/- | 4,01,470 | 4,01,470 | | |
| 1600(1600) | Tata Global Beverages Ltd.Rs.1/- | <u>3,98,308</u> | <u>3,98,308</u> | | |
| | | <u>18,54,229</u> | <u>18,54,229</u> | | |

Consolidated Accounts

9. Disclosures on Consolidation of accounts.

A. Basis Of Preparation Of Financial Statements:

These Consolidated financial statements have been prepared to comply with Generally Accepted Accounting Principles in India (Indian GAAP), including the Accounting Standards notified under the relevant provisions of the Companies Act, 2013. The company has two associates and no subsidiary and joint venture.

B. Principles Of Consolidation:

- Investment in Associate Companies has been accounted under the equity method as per Accounting Standard (AS) 23 - "Accounting for Investments in Associates in Consolidated Financial Statements".
- The consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented in the same manner as the Company's separate financial statements.

C. Investments other than in associate have been accounted as per Accounting Standard (AS) 13 on "Accounting for Investments".

D. Other Significant Accounting Policies:

These are set out under "Significant Accounting Policies" as given in the Company's standalone financial statements.

10. Other Notes.

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

ii. Tax deducted at source on interest income - Rs. 4,26,353/- (Rs. 1,57,246/-) and on dividend Nil. Interest income includes an amount of Rs.5,59,426/- (Rs. 4,01,672/-) received during the year from a venture capital fund.

iii. Basic and Diluted earning per share has been calculated by dividing the net profit including share of profit of associates after tax i.e. Rs.49.25 Lacs for the year by the weighted average number of equity shares outstanding during the year i.e. 30 Lacs shares.

iv. The provision for deferred tax assets/liabilities as on 31-3-17 is Nil. As a measure of prudence, deferred tax assets for MAT credit for future tax liabilities has not been taken into account. Provision for bad and doubtful debts and for depreciation in investments - Nil. Gross non-performing assets - Nil. Net non-performing assets - Nil, Assets acquired in satisfaction of debts - Nil. Amount due to Micro, Small & Medium Enterprises as per MSMED Act, 2006 as on 31-03-2017 - Nil. The Company has not accepted any deposits from the public. As per guidelines issued by Reserve Bank of India an amount of Rs. 2.5 lacs has been provided as Contingent Provision against Standard Assets and has been shown as Contingent Provision in the balance sheet.

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

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

vii. Disclosers - Related Party - Mr. S. Rathi - Non Executive Director (Independent Director) sitting fees paid Rs. 15,000/-. Key managerial Personnel - Remuneration Paid - Mrs. Heta Mehta (Company Secretary) - Rs. 41,125/- Mr. V K Vora (CFO) Rs. 1,59,257/-

viii. Market value of all quoted investments - Rs.8,48,833/- (Rs.7,88,178/-). Provision for diminution in value of investments- Nil. Investments in Properties are partly paid to the extent of amount due and payable as per the terms of purchase and progress of construction and are shown as other non current investments as per requirement of Revised Schedule III.

ix. Miscellaneous expenses grouped under the head of Other Expenses include Rs.14,350/- (Rs.11,450/-) for audit fees, Rs. 3,450/- (Rs.3,435) for internal audit, Rs.18,000/- (Rs.18,000/-) for Secretarial Auditors fees, reports, certification of returns, e-voting work..

x. Contingent liabilities and commitments (to the extent not provided for) - Uncalled liability on commitments for Investments in Properties under construction or development Rs.110 Lacs.

xi. As per Notification issued by Ministry of Corporate Affairs dated 30/03/2017, detail regarding disclosure of specified bank notes (SBNs) held and transacted during the period from 08/11/2016 to 30/12/2016 is as under:- Rupees.

| | SBNs. | Other denomination notes | Total |
|---------------------------------------|-------|--------------------------|----------|
| Closing cash in hand as 08/11/2016 | 4000 | 37,594 | 41,594 |
| (+) Permitted Receipts | | 1,55,000 | 1,55,000 |
| (Cash withdrawal from bank) | | | |
| (-) Permitted Payments | | | |
| (-) Amount deposited in Banks | 4000 | 1,00,610 | 1,04,610 |
| Closing cash in hand as on 30/12/2016 | 0 | 91,984 | 91,984 |

xii. Notes on Consolidation

a. The original cost of investment in associates includes capital reserves of Rs. 116.40 Lacs for Bombay Mercantile & Leasing Company Limited and Rs. 12.33 lacs for Sita Offers & Bourse Expertise Ltd.. The capital reserve has been calculated as per the accounts of associates for the financial year ended after the last acquisition of shares by the company.

b. Statement pursuant to Section 129(3) of the Companies Act, 2013 related to Associates Companies.

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

Part – B – Associates

| Name of Associates | Bombay Mercantile & leasing Company Ltd. 1 | Sita Offers & Bourse Expertise Ltd. 2 |
|---|---|--|
| 1. Latest audited Balance Sheet Date | 31/03/2017 | 31/03/2017 |
| 2. Date on which the Associate was associated | 01/04/2002 | 24/01/1995 |
| 3. Shares of Associate held by the company on the year end | | |
| No. | 1205000 | 730000 |
| Amount of Investment in Associates (Rs. in Lacs) | 180.75 | 172.90 |
| Extent of Holding (in percentage) | 48.98 | 48.67 |
| 4. Description of how there is significant influence | Shareholding | Shareholding |
| 5. Reason why the associate is not consolidated | NA | NA |
| 6. Net worth attributable to shareholding as per latest audited Balance Sheet (Rs. in Lacs) | 334.08 | 211.01 |
| 7. Profit or Loss for the year (Rs. in Lacs) | 5.93 | 1.66 |
| i. Considered in Consolidation (Rs. in Lacs) | 2.91 | 0.81 |
| ii. Not Considered in Consolidation (Rs. in Lacs) | 3.02 | 0.85 |

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

c. Disclosure of net assets and share in profit and loss as per general instruction for preparation of Consolidated Financial Statements.

| Sr. No. | Name of the Entity | Net Assets Total Assets minus Total Liabilities | | Share in profit or loss | |
|---------|--|---|----------------------|---------------------------------------|----------------------|
| | | As % of consolidated net assets | Amount (Rs. in lacs) | As % of consolidated profit or (loss) | Amount (Rs. in lacs) |
| 1. | Sita Enterprises Limited | 83.81 | 989 | 92.47 | 45.54 |
| 2 | Bombay Mercantile & Leasing Company Limited - Associates | 12.97 | 153 | 5.89 | 2.90 |
| 3 | Sita Offers & Bourse Expertise Limited - Associates | 3.22 | 38 | 1.64 | 0.81 |
| | | 100.00 | 1180 | 100.00 | 49.25 |

For **Mittal & Mittal**

Firm Registration No. 106457W

Chartered Accountants

For and on behalf of the board

A Tulsyan
Director

S Tulsyan
Director

Rishikesh Agrawal

Membership No. 113844

Partner

Shweta Mehta
Company Secretary

V K Vora
Chief Financial Officer

Mumbai, 18th May, 2017