

SHERATON PROPERTIES AND FINANCE LIMITED

AUDITED ACCOUNTS

FOR THE YEAR ENDED 31ST MARCH 2014.

B.L.DASHARDA & ASSOCIATES

CHARTERED ACCOUNTANTS

**301, Vastubh Apartment, Near Hanuman Temple,
Datta Pada Cross Road No. 1,
Borivali (E), Mumbai -400 066. Ph No -28547579/28546775**

SHERATON PROPERTIES & FINANCE LTD.

Regd. Office : Bhansali House, A-5, Off Veera Desai Road, Andheri (West),

Mumbai - 400 053. • Phone : (91-22) 2673 1779 • Fax : (91-22) 2673 1796

CIN : L45202MH1985PLC036920 E-mail : sheratonproperties@gmail.com Website : www.sheratonproperties.net

NOTICE

NOTICE is hereby given that the Annual General Meeting (AGM) of the Members of Sheraton Properties & Finance Limited will be held on Tuesday, 30th September, 2014 at 02.30 P.M. at the Registered Office of Company viz. Bhansali House, A-5, Off Veera Desai Road, Andheri (West), Mumbai - 400 053 to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet of Company as at 31st March, 2014, Statement of Profit and Loss and Cash Flow Statement for the year ended on that date together with the Reports of the Directors' and the Auditor's thereon.
2. To appoint a Director in place of Mr. Jayesh B. Bhansali (DIN: 01062853), who retires by rotation at this AGM and being eligible, has offered himself for re-appointment.
3. To appoint M/s B. L. Dasharda & Associates, Chartered Accountants (F.R.No. 112615W), as Statutory Auditors of the Company from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and authorize the Board to fix their remuneration.

SPECIAL BUSINESS:

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

"RESOLVED THAT pursuant to the provisions of Sections 149,152 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Ms. Meenakshi J. Bhansali (DIN: 06936671 who was appointed as an Additional Director of the Company w.e.f 04.08.2014 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing alongwith requisite deposit from a member in accordance with the provisions of Section 160 of the Act, signifying her candidature for the office of Director, be and is hereby appointed as a Director of the Company liable to retire by rotation."

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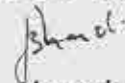
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5. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 181 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), the Board of Directors of the Company (hereinafter referred to as “the Board”) be and is hereby authorized to contribute from time to time, in one or more tranches, to bona fide charitable and other funds, such amount or amounts, as the Board may in its absolute discretion deem fit, provided that the total amount that may be so contributed in any financial year of the Company shall not exceed Rs. 5,00,000/- (Rupees Five Lacs only) or five percent of the Company's average net profits for the three immediately preceding financial years, whichever is more.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and/or expedient for implementing and giving effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard on behalf of the Company.”

By Order of the Board of Directors



Jayesh B. Bhansali
Director
(DIN - 01062853)

Place: Mumbai
Dated : 09th August, 2014

Registered Office Address:
Bhansali House, A-5,
Off Veera Desai Road,
Andheri (West), Mumbai-400053.

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NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL, INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY SO APPOINTED SHALL NOT HAVE ANY RIGHT TO SPEAK AT THE MEETING.
2. The relevant material facts and the Statement of particulars of Directors related to Item 2 and 4 seeking appointment/re-appointment are also mentioned hereinafter.
3. Proxies, in order to be effective, must be received at the Company's Registered office not later than 48 (Forty Eight) hours before the time fixed for holding the meeting. Corporate members are requested to send a certified copy of the Board Resolution in duly authenticated manner, authorizing their representative to attend and vote at the meeting.
4. In case of Joint holders attending the meeting, only such Joint holder who is higher in the order of names shall be entitled to vote.
5. The Register of Directors and their shareholding, maintained under Section 170 and the Registrar of Contracts and Arrangements in which the Directors are interested, maintained under Section 189 of Companies Act, 2013 shall be available for inspection by the members at the AGM.
6. The documents referred to in this AGM notice for inspection purpose will be available for inspection at the Registered Office of the Company also on all working days between 11.00 a.m. to 1.00 p.m. up to the date of AGM.
7. The Register of Members and the Share Transfer Books will remain closed from Tuesday, 23rd day of September, 2014 to Tuesday, 30th day of September, 2014 (both days inclusive).
8. Members can avail of the Nomination facility by filing Form 2B with the Company or its Registrar, M/s Link Intime India Private Limited. Blank Forms will be supplied on request. In case of shares held in dematerialized form, the nomination has to be lodged with their Depository Participant (DP).
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or its Registrar and Transfer Agents, M/s. Link Intime India Private Limited.

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10. Members desirous of obtaining any information concerning the accounts and operations of the Company, are requested to send their written queries to the Company, so as to reach its registered office at least seven working days before the date of the meeting, to enable the Company officials to prepare and make available the required information at the meeting, to the extent practicable.
11. Pursuant to the provisions of the Companies Act, those Members who are desirous to receive Annual Report, Notices and service of other documents through electronic mode are requested to furnish their e-mail address to the Company's Registrar & Share Transfer Agent, M/s Link Intime India Private Limited at C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai- 400 078 with copy marked to the Company.
12. Members holding Shares in demat/electronic form are requested to write their Client ID and DP ID and those holding Shares in physical form are requested to write their folio number in the attendance slip and deliver duly signed attendance slip at the entrance of the meeting hall.
13. Members who hold share(s) under more than one folio in same name(s) and in same order, are requested to send the relevant share certificate(s) to M/s Link Intime India Pvt Ltd for consolidating their holdings into one account. M/s Link Intime India Pvt Ltd will return the share certificate(s) after consolidation.
14. Members are requested to notify immediately any change in their address/bank mandate to their respective Depository Participant (DP) in respect of their electronic share accounts quoting Client ID No. and to the Company's Registrar & Share Transfer Agent, M/s Link Intime India Private Limited, at their aforesaid address in respect to their physical share (s) quoting Folio Nos.
15. Voting through electronic means (e-voting):

In compliance with Clause 35B of Listing Agreement and provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide its members the facility to exercise their right to vote at its AGM by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Securities Limited (CDSL) to be dealt through our R&T Agent M/s Link Intime India Private Limited. E-voting period will start from Friday, 26th September, 2014 at 9.00 a.m and will end on the same day at 6.00 p.m and thereafter the e-Voting process will be disabled by CDSL for voting by member(s); hence e-Voting can not taken place after 6.00 p.m.

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The instructions and procedures for undertaking e-voting process are annexed to this notice separately which shareholders are required to read carefully before undertaking the process for e-voting.

16. Pursuant to Clause 35 B Listing Agreement, Ballot Form is also attached along with this AGM Notice so that the member(s) who do not have access to e-Voting process of Company can participate in voting. The Ballot form(s) should reach to the scrutinizer Mr. Himanshu Kamdar C/o M/s Link Intime India Pvt Ltd, Unit Sheraton Properties & Finance Limited C-13, Pannalal Silk Mills Compound, L.B.S Marg, Bhandup (West), Mumbai-400078 not later than 6 p.m on Friday, 26th September, 2014 because any Ballot Form received after 6 p.m will be treated as Invalid.
17. The aforesaid scrutinizer Mr. Himanshu Kamdar, the Practicing Company Secretaries have also been appointed as scrutinizer for dealing with e-Voting Process of Company in fair and transparent manner.
18. The brief particulars of the Director(s) seeking appointment / re-appointment are provided hereinbelow:

| Particulars | Mr. Jayesh B. Bhansali | Ms. Meenakshi J. Bhansali |
|--|---|---|
| Date of Birth | 25.07.1983 | 21.10.1984 |
| Date of appointment on Company's Board | 30.07.2004 | 04.08.2014 |
| No. of Equity shares held as on 31.03.2014 | 1300 | - |
| Qualifications and Experience | M.Com | M.Com, ACS, ACMA (earlier known as ICWA) |
| Expertise in specific functional areas | Mr. Jayesh B. Bhansali is associated with Company since 2004 and has acquired abundant experience in the field of marketing, Finance and General operations of Company, with which Company is likely to be benefited immensely in its overall growth and performance. | Professional Perspicacity in Corporate affairs/ plannings and Accounting matters etc. |

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| | | |
|--|---|---|
| List of other Companies in which the Directorship is held by the director as on 4th August, 2014 | <ul style="list-style-type: none">➤ Bhansali Engineering Polymers Ltd➤ Speedage Commercials Limited➤ Bentley Commercial Enterprises Limited➤ Bhansali Industrial Investment & Finance Private Limited➤ Bhansali Engineering Industries Private Limited➤ Bhansali Innovative Finance Private Limited➤ Bhansali International Private Limited➤ Bhansali Nippon A&L Private Limited | <ul style="list-style-type: none">➤ Speedage Commercials Limited➤ Bentley Commercial Enterprises Limited➤ Bhansali Industrial Investment & Finance Private Limited➤ Bhansali Engineering Industries Private Limited➤ Bhansali Innovative Finance Private Limited➤ Bhansali International Private Limited |
| Chairman / Member of the Committee of the Board of Directors of the other Companies in which he is a Director as on 4th August, 2014 | <ul style="list-style-type: none">➤ Bhansali Engineering Polymers Limited:Member- Audit CommitteeMember- Nomination and Remuneration Committee | NIL |

By Order of the Board of Directors



Jayesh B. Bhansali

Director

(DIN - 01062853)

Place: Mumbai

Dated : 09th August, 2014

Registered Office Address:

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Off Veera Desai Road,
Andheri (West), Mumbai-400053.

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EXPLANATORY STATEMENT:

Statement pursuant to Section 102(1) of the Companies Act, 2013:

ItemNo.4 :

The Board of Directors of the Company has appointed Ms. Meenakshi J. Bhansali, as an Additional Director of the Company with effect from 04th August, 2014, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ('the Act') and the Articles of Association of the Company and she will occupy the office up to the date of ensuing Annual General Meeting.

The Company has received from Ms. Meenakshi J. Bhansali (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rule, 2014; (ii) intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that she is not disqualified to act as Director under sub-section (2) of Section 164 of the Companies Act, 2013.

The Board considers that the appointment of Ms. Meenakshi J. Bhansali as a Director of the Company would be of immense benefit to the Company being a professional i.e ACS & ACMA (earlier known as ICWA). Accordingly, the Board of Directors recommends her appointment as a Director of the Company.

The resolution is placed for seeking the approval of members.

The director of Company Mr. Jayesh B. Bhansali and Mr. Babulal M. Bhansali are interested in this resolution being relatives of Ms. Meenakshi J. Bhansali.

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Item No. 5:

Pursuant to the provisions of Section 181 of the Companies Act, 2013, Company is required to obtain approval of members by way of Ordinary Resolution, if at any time the Company wants to contribute to bonafide charitable and other funds and such amount in any financial year exceeds 5% of the Companies average net profits for the three immediately preceding financial years.

In view of above the resolution under Item No. 5 has been recommended by Board and the same is placed for seeking your approval by way of Ordinary Resolution so that the Company is able to contribute to bonafide charitable and other funds, whenever deemed fit and suitable by the Board.

The resolution is placed for seeking the approval of members.

None of the director of company are concerned or interested in this resolution.

By Order of the Board of Directors



Jayesh B. Bhansali
Director
(DIN - 01062853)

Place: Mumbai

Dated : 09th August, 2014

Registered Office Address:

Bhansali House, A-5,
Off Veera Desai Road,
Andheri (West), Mumbai-400053.

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DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting the Annual Report on the business and operations of Company together with the Audited Statement of accounts for the year ended on 31st March, 2014.

Financial and Operational Results

Financial and operational Results of Company for the year ended 31st March, 2014 are as mentioned hereunder:

| Particulars | (Amt in Rs.) | |
|---|--|---|
| | Current Financial Year 31st March, 2014 | Previous Financial Year 31st Marh,2013 |
| Total Income | 12,11,200 | 12,10,700 |
| Less: Expenses | 2,40,825 | 1,32,861 |
| Profit/ (Loss) before Tax | 9,70,375 | 10,77,839 |
| Less: Provision for Tax | NIL | NIL |
| Net Profit/ (Net Loss) after Tax | 9,70,375 | 10,77,839 |
| Add: Balance of Profit brought forward from previous year | 1,77,13,656 | 1,66,35,817 |
| Total Reserves and Surplus | 1,86,84,031 | 1,77,13,656 |

Performance of the Company:

During the year under review, your Company earned a total Income of Rs. 12,11,200/- and the total expenditure amounted to Rs. 2,40,825/-. Thus profit earned by Company is Rs. 9,70,375/-. The accumulated Balance carried forward to the Reserves and Surplus of Company stands at Rs.1,86,84,031/-.

Dividend:

Your Directors have not recommended for any dividend for the year under review with a view to conserve the resources of Company.

Directors:

Mr. Jayesh B. Bhansali, Director of the Company shall be liable to retire by rotation at the forthcoming Annual General Meeting and is eligible for re-appointment. The Board recommends his re-appointment.

Statutory Auditors:

M/s B. L. Dasharda & Associates, Chartered Accountants (Firm Registration No: 112615W), the Statutory Auditors of the Company will retire at the ensuing Annual General Meeting and have confirmed their eligibility and willingness to accept office, if re-appointed.

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Your Directors recommend the appointment M/s B. L. Dasharda & Associates, Chartered Accountants, as Statutory Auditors of company for the year 2014-2015.

Auditors' Report:

The observations made by the Auditors in their Report read with the relevant notes as given in the Notes to the Financial Statement for the year ended 31st March, 2014 are self explanatory and being devoid of any reservation, qualification or adverse remarks, does not call for any further information/explanation under Section 217(3) of the Companies Act, 1956.

SECRETARIAL AUDITORS:

M/s. Rathi & Associates, Practicing Company Secretaries, have been appointed as Secretarial Auditor of Company for F.Y 2014-15, who will conduct the requisite Secretarial audit of the company.

Deposits:

The Company has not accepted any Deposit, within the meaning of Section 58A of the Companies Act, 1956 read with the Companies (Acceptance of Deposit) Rules, 1975 from the public during the year under review.

Secretarial Compliance Certificate:

Pursuant to the proviso of Section 383 A (1) of the Companies Act, 1956 read with the Companies (Compliance Certificate) Rules 2001, the Secretarial Compliance Certificate obtained from M/s. Rathi & Associates, Company Secretaries in Whole-time Practice, is annexed to this report forming its integral part.

Particulars of Employees:

During the year ended 31st March, 2014, no employee of the company was in receipt of remuneration equal to or exceeding the limits as prescribed under Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 as amended, hence no statement is required to be annexed in this regard.

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

The requirements of disclosures in terms of Section 217 (1) (e) of the Companies Act, 1956, read with the Companies (Disclosures of the Particulars in the Report of the Board of Directors) Rules, 1988 pertaining to the conservation of energy and technology absorption are not applicable to the Company due to the very nature of the industry in which the Company operates.

During the year under review, there was no foreign exchange earnings and outgo.

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Directors' Responsibility Statement:

Pursuant to Section 217(2AA) of the Companies Act, 1956, your Directors based on the representations received from the management and after due inquiry, confirm that:


- In the preparation of the Annual Accounts, the applicable Accounting Standards have been followed and no deviations have been made.
- 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 of the Company for that year.
- 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.
- That the Directors have prepared the Annual Accounts for the year ended 31st March, 2014 on a going concern basis.


Acknowledgement:

Your Directors wish to place on record their deep appreciation and heartfelt thanks to the Banks, Statutory Authorities, Government, Customers, Vendors, Stakeholders and other related organizations who through their continued support and patronage have enabled the company to function smoothly and grow in such competitive environment. Your Directors express their deep appreciation to the Company's employees at all levels for their hard work, dedication, commitment, outstanding efforts and valuable contributions made in all spheres of the operations of Company.

For and on behalf of the Board of Directors

Place: Mumbai
Dated: 30th May, 2014


Mr. B M. Bhansali
Director
(DIN: 00102930)


Mr. Jayesh B. Bhansali
Director
(DIN: 01062853)

Rathi & Associates

COMPANY SECRETARIES

A-303, Prathamesh, 3rd Floor, Raghuvanshi Mills Compound, 11-12, Senapati Bapat Marg, Lower Parel (W), Mumbai - 400 013.
Tel.: 4076 4444 / 2491 1222 • Fax: 4076 4466 • E-mail: associates.rathi8@gmail.com

SECRETARIAL COMPLIANCE CERTIFICATE FOR THE YEAR ENDED 31ST MARCH, 2014 IN RESPECT OF SHERATON PROPERTIES AND FINANCE LIMITED

CIN: L45202MH1985PLC036920

Nominal Capital: Rs. 1,25,00,000/-

Paid-up Capital: Rs. 1,20,00,000/-

To,

The Members

Sheraton Properties and Finance Limited

Mumbai

We have examined the registers, records, books, and papers of SHERATON PROPERTIES AND FINANCE LIMITED ("the Company") as required to be maintained under the Companies Act, 1956 (the Act) and the notified sections under Companies Act, 2013 ("the new act as applicable") and the rules made there under and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended 31st March, 2014 ("financial year"). In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that in respect of the aforesaid financial year:

1. The Company has kept and maintained all registers as stated in Annexure 'A' to this certificate, as per the provisions of the Act and the rules made there under and all entries therein have duly recorded.
2. The Company has filed the forms and returns as stated in Annexure 'B' to this certificate, with the Registrar of Companies, Regional Director, Central Government, Company Law Board or other authorities within the time prescribed under the Act and the rules made thereunder.
3. The Company, being a Public limited company, comments are not required.
4. The Board of Directors duly met ~~six~~ ^{five} times respectively on 26th May, 2013, 2nd August, 2013, 25th July, 2013, 31st October, 2013, 9th December, 2013, and 12th February, 2014, in respect of which meetings proper notices were given and the proceedings were properly recorded and signed during the financial year under scrutiny.
5. The Register of Members was closed from 13th September 2013 to 20th September 2013, and necessary compliance of Section 154 of the Act has been made.



6. The Annual general meeting for the financial year ended on 31st March, 2013 was convened on 20th September 2013, after giving due notice to the members of the Company and the resolutions passed thereat were duly recorded in Minutes Book maintained for the purpose.
7. No Extra-ordinary general meeting was held during the financial year under scrutiny.

The Company, however, obtained Shareholders' approval by way of Postal Ballot, the results of which were declared on 16th January, 2014 with respect to the following items:

- a. To Make Investments or giving loans/guarantees to the Bodies Corporate including associate company(ies) not exceeding a limit of Rs. 350 Crores (Rupees Three Hundred and Fifty Crores only) pursuant to the provisions of section 372A of the Companies Act, 1956.
 - b. To Pledge, Mortgage and Hypothecation of the movable and immovable assets of the Company pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 for credit facilities to be availed by the Company from time to time subject to maximum limit of Rs. 200 Crores (Rupees Two Hundred Crores only).
 - c. To Borrow upto a limit of Rs.200 Crores (Two Hundred Crores) pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013.
8. The Company has not advanced any loans to its Directors or persons or firms or companies, referred to under Section 295 of the Companies Act, 1956 during the period upto 11th September, 2013 and under Section 185 of the new Act during the period commencing from 12th September, 2013 upto 31st March, 2014.
 9. The Company has not entered into any contracts falling within the purview of Section 297 of the Act during the year under scrutiny.
 10. The Company has made necessary entries in the register maintained under Section 301 of the Act under scrutiny.
 11. As there were no instances falling within the purview of Section 314 of the Act, the Company has not obtained any approvals from the Board of directors, members or Central Government.
 12. The Company has not issued any duplicate share certificate during the financial year.



13. The Company:

- (i) has delivered all the Certificates on transfer of the Equity Shares in accordance with the provisions of the Act during the financial year under scrutiny.
 - (ii) was not required to deposit any amount in a separate Bank Accounts/there was no allotment & transmission of Securities during the year under report as no dividend was declared during the financial year under scrutiny.
 - (iii) was not required to post warrants to any member of the Company as no dividend was declared during the financial year under scrutiny.
 - (iv) was not required to transfer any amount to Investor Education and Protection Fund.
 - (v) has duly complied with the requirements of Section 217 of the Act.
14. The Board of Directors of the Company is duly constituted. There were no appointments of additional directors, alternate directors and directors to fill casual vacancy in the financial year.
15. The Company was not required to appoint any Managing Director/Whole-time Director/Manager during the financial year under scrutiny.
16. The Company has not appointed any sole selling agents during the financial year under scrutiny.
17. The Company was not required to obtain any approvals of the Central Government, Company Law Board, Regional Director, Registrar and/or such authorities prescribed under the various provisions of the Act during the financial year under scrutiny.
18. The Directors have disclosed their interest in other firms / companies to the Board of Directors pursuant to the provisions of the Act and the rules made there under.
19. The Company has not issued any shares, debentures or other securities during the financial year under scrutiny.
20. The Company has not bought back any shares during the financial year under scrutiny.
21. There was no redemption of Preference Shares or Debentures since there were no outstanding Preference Shares or Debentures during the financial year under scrutiny.



22. There were no transactions necessitating the Company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares.
23. The Company has not invited/accepted any deposit including any unsecured loans falling within the purview of Section 58A during the financial year under scrutiny.
24. The Company has not borrowed funds in excess of the limits prescribed by the provisions of Section 293(1)(d) of the Act /Section 180(1)(c) of the new Act during the financial year under scrutiny.

Further, during the year, the Company obtained Shareholders approval by way of passing of Special Resolution through Postal Ballot for borrowing upto Rs. 200,00,00,000/- (Rupees Two Hundred Crores Only) pursuant to the provisions of Section 180(1)(c) of the new Act.

25. During the year under report, the Company obtained Shareholders approval by way of passing of Special Resolution through Postal Ballot for making investments upto Rs. 350,00,00,000/- (Rupees Three Hundred and Fifty Crores only) pursuant to the provisions of Section 372A of the Act.
26. The Company has not altered the provisions of the Memorandum with respect to situation of the Company's Registered Office from one State to another during the year under scrutiny.
27. The Company has not altered the provisions of the Memorandum with respect to the Objects of the Company during the year under scrutiny.
28. The Company has not altered the provisions of the Memorandum with respect to name of the Company during the year under scrutiny.
29. The Company has not altered the provisions of the Memorandum with respect to the share capital of the Company during the year under scrutiny.
30. The Company has not altered its Articles of Association during the financial year.
31. There was no prosecution initiated against or show cause notices received by the Company and no fines or penalties or any other punishment was imposed on the Company during the financial year, for offences under the Act.
32. The Company has not received any money as security from its employees during the financial year under scrutiny.



33. The Company was not required to deduct any contribution towards Provident Fund, since the Company had no employees during the financial year under scrutiny

For RATHI & ASSOCIATES
COMPANY SECRETARIES



NEHA LAHOTY
PARTNER
C. P. No: 10286
ACS No: 20434

Place: Mumbai
Date: 30th May 2014



SHERATON PROPERTIES AND FINANCE LIMITED

Registers as maintained by the Company:

Statutory Registers:

1. Register of Members u/s. 150.
2. Register of Directors, Managing Director, Manager and Secretary u/s. 303.
3. Register of Directors Shareholdings u/s. 307.
4. Register of Disclosures u/s. 301(3).
5. Register of Particulars of Contracts in which Directors are interested u/s. 301.
6. Minutes Books of all the Board Meetings and General Meetings u/s. 193.
7. Register of Investments u/s. 372A.

Other Registers:

Register of Transfers



SHERATON PROPERTIES AND FINANCE LIMITED

Forms and Returns as filed by the Company with Registrar of Companies, Regional Director, Central Government, Company Law Board or other authorities during the financial year ended 31st March 2014.

| Sr. No. | Form No./ Return | Filed under Section | For | Date of Filing | Whether filed within prescribed time Yes/No | If delay in filing whether requisite additional fee paid Yes/No |
|---------|-----------------------------------|---------------------|---|----------------|---|---|
| 1. | e-Form 23 | 192 | Intimation of Ordinary Resolution passed at the Annual General Meeting of the Shareholders held on 20 th September, 2013 for increasing the Borrowings Limit upto Rs. 50,00,00,000/- (Rupees Fifty Crores Only) | 30.09.2013 | Yes | N.A |
| 2. | e-Form 66 | 383A | Secretarial Compliance Certificate for the year ended 31 st March, 2013 | 01.10.2013 | Yes | N.A |
| 3. | e-Form 62 | 58A | Filing of Statement in lieu of Advertisement pursuant to sub rule (2) of rule 4 of Companies (Acceptance of Deposits) Rules, 1975 framed u/s 58A of the Companies Act, 1956. | 17.10.2013 | Yes | N.A |
| 4. | e-Form 23AC & e-Form 23ACA - XBRL | 220 | Filing of the Audited Balance Sheet as at 31 st March, 2013 and the Statement of Profit and Loss for the year ended on that date together with the Notes and Annexures thereon in Extensible Business Reporting Language (XBRL). | 19.10.2013 | Yes | N.A |
| | | | | | | |



| | | | | | | |
|----|------------|------|--|------------|-----|-----|
| 5. | e-Form 20B | 159 | Annual Return made upto 20 th September, 2013. | 19.11.2013 | Yes | N.A |
| 6. | e-Form 62 | 192A | Intimation of the Calendar of events pertaining to conducting the Postal Ballot with respect to obtaining Shareholders approval for the authorizing the Board of Directors of the Company to Pledge/ mortgage/ hypothecate the Company's properties, borrow upto Rs. 200,00,00,000/- (Rupees Two Hundred Crores Only) and invest upto Rs. 350,00,00,000/- (Rupees Three Hundred and Fifty Crores only). | 14.12.2013 | Yes | N.A |
| 7. | e-Form 23 | 192 | <p>Intimation of the following resolutions passed by the Shareholders through Postal Ballot results of which were declared on 16th January, 2014:</p> <ul style="list-style-type: none"> •Special Resolution for increasing in the borrowing limits of the Board upto Rs. 200 Crores pursuant to the provision of Section 180(1)(c) of the Companies Act, 2013; •Special Resolution for increasing in the power of the Board to grant loans, make investment or give guarantee to the bodies corporate upto Rs. 350 Crores pursuant to the provision of Section 372A of the Companies Act, 1956. | 22.01.2014 | Yes | N.A |



| | | | | | | |
|--|--|--|--|--|--|--|
| | | | <ul style="list-style-type: none"> Special Resolution for Authorizing the Board of Directors to pledge, mortgage and hypothecate movable and/or immovable assets of the Company for securing the borrowings to be availed by the Company from time to time subject to maximum limit of Rs. 200 crores under Section 180(1)(a) of the Companies Act, 2013. | | | |
|--|--|--|--|--|--|--|





To,
The Members of
Sheraton Properties and Finance Limited

Report on the Financial Statements

1. We have audited the accompanying financial statements of **Sheraton Properties and Finance Limited** ("the Company") which comprise the Balance Sheet as at 31st March, 2014, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information, which we have signed under reference to this report.

Management's Responsibility for the Financial Statements

2. The Company's Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 of India (the "Act") read with the General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013 and in accordance with the accounting principles generally accepted in India. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

3. Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatements.
4. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.



301, Vastubh Apts., Near Hanuman Temple, Datta Pada Cross Road No. 1, Borivali (E), Mumbai - 400 066.

Contact Nos. : Off | 2854 7579 | 2854 6775

2, Shreyas, Gr. Floor, Behind Raj Oil Center, 113, J. P. Road, Andheri (W), Mumbai - 400 058.

Contact Nos. | 2677 6220 | Email ID : sushant_mehta@vsnl.net

Opinion


6. In our opinion and to the best of our information and according to the explanations given to us, the accompanying financial statements give the information required by the Companies Act, 1956 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India;
- i. in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2014;
 - ii. in the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
 - iii. In the case of the Cash Flow Statement, of the cash flows of the Company for the year ended on that date.

Report on Other Legal and Regulatory Requirements

7. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of Section 227(4A) of the Companies Act, 1956 and on the basis of such checks of the books and records of the company as we considered appropriate and according to the information and explanation given to us, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the order.
8. As required by Section 227(3) of the Act, we report that:
- a) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c) The Balance Sheet, the 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 Balance Sheet, the Statement of Profit and Loss and Cash Flow statement comply with the Accounting Standards notified under the Act read with the General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013.
 - e) On the basis of written representations received from the Directors as on 31st March, 2014 and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2014 from being appointed as a Director in terms of Section 274(1) (g) of the Act.



For and on behalf of
B. L. Dasharda & Associates
Chartered Accountants
F.R. No.: 112615W


Sushant Mehta
Partner
M. No.: 112489

Place : Mumbai

Dated : 30th May, 2014

ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT

Referred to in paragraph 7 under the heading of "Report on Other Legal and Regulatory Requirements" of our report of even date

On the basis of such checks as we considered appropriate and in terms of information and explanations given to us we state that:

1. The Company has not granted / taken any loans secured or unsecured , to/from companies , firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956. Therefore, the provisions of Clause (iii.a) to (iii.g) of paragraph 4 of the Order are not applicable and hence not commented upon.
2. There is an adequate internal control system commensurate with the size of the Company and the nature of its business for the income by way of Commission & purchase of investments.
3. In our opinion and according to the information and explanations given to us, there are no transactions that need to be entered into a register maintained under section 301 of the Companies Act, 1956. Accordingly, the clause 4 (v) (b) of the Order is not applicable.
4. The Company has not accepted any Deposits from the public during the year.
5. In our opinion, the company has adequate internal audit system commensurate with the size of the Company and the nature of its business.
6. a) According to the records of the Company, there were no undisputed amounts payable in respect of Income Tax, Sales Tax, Wealth Tax, Custom Duty, Excise Duty and Service Tax which have remained outstanding as at the last day of financial year, for a period of more than six months from the date they became applicable other then Professional Tax amounting to Rs. NIL which have remained outstanding as at the last day of financial year, for a period of more than six months from the date they become applicable.
- b) There is no disputed amount payable in respect of Sales Tax, Wealth Tax, Custom Duty, Excise Duty, Cess and Service Tax other then the following.


| Particulars | Nature of the Dues | Year | ₹. in lacs | Forum where Dispute is pending |
|--------------------------|--------------------|---------|------------|--------------------------------|
| The Income Tax Act, 1961 | Income Tax | 1990-91 | ₹.163.32 | High Court, Mumbai |

7. The Company does not have accumulated losses at the end of the financial year. The company has not incurred cash losses during the current financial year and in the immediately preceding financial year.
8. In our opinion and according to the information and explanations given to us, the company does not have any dues payable to the financial institutions or bank or debenture holders.
9. The Company has not granted any loans and advances on the basis of security by way of pledge of shares.



10. The special Statute applicable to Unit Fund Nidhi or Mutual Benefit /society are not applicable to company.
11. In our opinion and according to the information and explanations given to us, the Company has not dealt in shares during the year. All investments at the close of the year are held in the name of the company.
12. In our opinion and according to the information and explanations given to us, the company has not given any guarantee for loans taken by others from bank or financial institutions during the year.
13. The company has not obtained any term loan during the year.
14. On the basis of an overall examination of the Balance Sheet of the Company, in our opinion and according to the information and explanations given to us there are no funds raised on short-term basis which have been used for long-term investment.
15. The Company has not made any preferential allotment of shares to any parties and companies covered in the register maintained under Section 301 of the Companies Act, 1956 during the year.
16. During the course of our examination of the books and records of the company, and according to information and explanations reported by the management, no fraud on or by the company was noticed or reported during the year.
17. Clauses (i),(ii),(viii),(xix) and (xx) of paragraph 4 of Companies (Auditors' Report) Order,2003 are not applicable in the case of company for the current year, since in our opinion there is no matter to be reported thereon.



For and on behalf of
B. L. Dasharda & Associates
Chartered Accountants
F.R. No.: 112615W

Sushant Mehta
Partner
M. No.: 112489

Place : Mumbai
Dated : 30th May, 2014

SHERATON PROPERTIES & FINANCE LIMITED

BALANCE SHEET AS AT 31ST MARCH 2014

| | Note | ₹ | As At 31.03.2014 ₹ | ₹ | As At 31.03.2013 ₹ |
|---|---------|------------|--------------------------|------------|--------------------------|
| I EQUITY AND LIABILITIES | | | | | |
| 1 Shareholders' Funds : | | | | | |
| Share Capital | 1 | 12,000,000 | | 12,000,000 | |
| Reserves and Surplus | 2 | 18,684,031 | 30,684,031 | 17,713,656 | 29,713,656 |
| 2 Non-Current Liabilities | | | | | |
| Long-Term Borrowings | 3 | 5,000,000 | | 5,000,000 | |
| Deferred Tax Liability | | - | | - | |
| Other Long-Term Liabilities | 4 | 300,000 | | 300,000 | |
| Long-Term Provisions | | - | 5,300,000 | - | 5,300,000 |
| 3 Current Liabilities | | | | | |
| Short-Term Borrowings | 5 | - | | - | |
| Trade Payables | | - | | - | |
| Other Current Liabilities | 6 | 77,129 | | 42,268 | |
| Short-Term Provisions | | - | 77,129 | - | 42,268 |
| TOTAL | | | 36,061,160 | | 35,055,924 |
| II ASSETS | | | | | |
| 1 Non-Current Assets | | | | | |
| <u>Fixed Assets</u> | | | | | |
| i) Tangible Assets | | - | | - | |
| ii) Intangible Assets | | - | | - | |
| iii) Capital WIP | | - | | - | |
| iv) Intangible Assets under Development | | - | | - | |
| Non-Current Investments | 7 | 21,047,009 | | 21,047,009 | |
| Long-Term Loans & Advances | 8 | 13,732,455 | | 12,782,455 | |
| Other Non-Current Assets | | - | 34,779,464 | - | 33,829,464 |
| 2 Current Assets | | | | | |
| Current Investment | | - | | - | |
| Inventories | | - | | - | |
| Trade Receivables | | - | | - | |
| Cash and Bank Balances | 9 | 1,280,543 | | 226,460 | |
| Short-Term Loans and Advances | 8 | 1,153 | | 1,000,000 | |
| Other Current Assets | | - | 1,281,696 | - | 1,226,460 |
| TOTAL | | | 36,061,160 | | 35,055,924 |
| Significant Accounting policies and Notes are forming an integral part of these Financial Statements | 1 to 19 | | | | |

As per our report of even date attached

For and on behalf of

B. L. Dasharda & Associates

Chartered Accountants

F.R. No. 112615W

Sushant Mehta

Partner

M.No. 112489



Place : Mumbai

Dated : 30th May 2014

For and on behalf of the Board

B. M. Bhansali

Director

Jayesh B. Bhansali

Director

Place : Mumbai

Dated : 30th May 2014

SHERATON PROPERTIES & FINANCE LIMITED
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2014

| | Note | ₹ | Year Ended 31.03.2014 ₹ | ₹ | Year Ended 31.03.2013 ₹ |
|---|---------|---|-------------------------------|---|-------------------------------|
| I Income: | | | | | |
| Revenue From Operations | 10 | | 1,211,200 | | 1,210,700 |
| Other Income | | | - | | - |
| Total Income | | | 1,211,200 | | 1,210,700 |
| II Expenses: | | | | | |
| Employee Benefits Expense | | | - | | - |
| Operating and Other Expenses | 11 | | 238,241 | | 129,627 |
| Finance Costs | 12 | | 2,584 | | 3,234 |
| Depreciation | | | - | | - |
| Total Expenses | | | 240,825 | | 132,861 |
| III Profit before Taxes and Extraordinary/ Exceptional Item | | | 970,375 | | 1,077,839 |
| Extra ordinary/ Exceptional Item | | | - | | - |
| IV Profit before Taxes | | | 970,375 | | 1,077,839 |
| Provision for Taxation | | | | | |
| - Current Year | | | - | | - |
| - Earlier Year | | | - | | - |
| - Deferred Tax | | | - | | - |
| V Profit For The Year (After Tax) | | | 970,375 | | 1,077,839 |
| VI Earning Per Share (Basic & Diluted) | | | 0.81 | | 0.90 |
| Face Value ₹.10/-per share | | | | | |
| Significant Accounting policies and Notes are forming an integral part of these Financial Statements | 1 to 19 | | | | |

As per our report of even date attached

For and on behalf of

B. L. Dasheda & Associates

Chartered Accountants

F.R. No.: 112615W

Sushant Mehta

Partner

M. No.: 112489



Place : Mumbai

Dated : 30th May 2014

For and on behalf of the Board

B. M. Bhansali

Director

Jayesh B. Bhansali

Director

Place : Mumbai

Dated : 30th May 2014

SHERATON PROPERTIES & FINANCE LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2014

| | Year Ended 3/31/2014 ₹ | Year Ended 3/31/2013 ₹ |
|--|------------------------------|------------------------------|
| Cash flow from operating activities: | | |
| Net (Loss)/Profit before tax and Extraordinary Items | 970,175 | 1,077,839 |
| Non-cash adjustment to reconcile profit before tax to net cash flows | | |
| Depreciation and amortisation expenses | - | - |
| Profit on disposal/write off of fixed assets (net) | - | - |
| Finance Cost | - | - |
| Interest Income | - | - |
| Unrealised (Gain)/Loss | - | - |
| Operating profit before working capital changes | 970,175 | 1,077,839 |
| Movements in working capital: | | |
| Decrease/(increase) in inventories | - | - |
| Decrease/(increase) in trade receivables | - | - |
| Decrease/(increase) in short-term loans & advances | 998,847 | (1,000,000) |
| Decrease/(increase) in Other Current Assets | - | - |
| Decrease/(increase) in long-term loans & advances | (950,000) | - |
| Increase/(decrease) in other current liabilities | 34,861 | (66,997) |
| Increase/(decrease) in long-term provisions | - | - |
| Increase/(decrease) in long-term liabilities | - | 300,000 |
| Increase/(decrease) in trade payable | - | - |
| Increase/(decrease) in short-term provisions | - | - |
| Cash (used in)/Generated from Operations before taxes | 1,054,083 | 310,842 |
| Taxes paid | | |
| Income Tax Paid | - | - |
| Net cash (used in) / generated from operating activities | A 1,054,083 | 310,842 |
| Cash flow from investing activities | | |
| Purchase of Fixed Assets, including Capital Advances | - | - |
| Decrease/(Increase) in Short-Term Deposits | - | - |
| Investment | - | - |
| Interest received | - | - |
| Sale of Fixed Assets | - | - |
| Net cash generated/ (used in) investing activities | B - | - |
| Cash flow from Financing Activities | | |
| Increase/(Decrease) in Long-Term borrowings | - | - |
| Increase/(Decrease) in Short-Term borrowings | - | (300,000) |
| Finance Cost | - | - |
| Dividend paid including dividend tax thereon | - | - |
| Net cash generated/ (used in) financing activities | C - | (300,000) |
| Net increase/(decrease) in cash and cash equivalents | (A+B+C) 1,054,083 | (0,842) |
| Cash and Cash equivalents (Opening Balance) | 226,460 | 215,618 |
| Cash and Cash equivalents (Closing Balance) (Refer Note no.9) | 1,280,543 | 226,460 |

Notes:

- 1) The above Cash Flow Statement has been prepared under the "Indirect method" as set out in Accounting Standard 3 on "Cash Flow Statement" and as notified under Companies (Accounting Standards) Rule, 2006 (as amended).
- 2) Previous Year's have been regrouped wherever necessary.

As per our report of even date attached

For and on behalf of

B. L. DASHARDA & ASSOCIATES

Chartered Accountants

F.R.No. 112615W

Sushant Mehta

Partner

M. No. 112489

Place Mumbai

Dated : 30th May, 2014



For and on behalf of the Board

B. M. Bhansali

Director

Jayesh B. Bhansali

Director

Place Mumbai

Dated : 30th May 2014

SHERATON PROPERTIES & FINANCE LIMITED
NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2014

COMPANY INFORMATION:

Sheraton Properties & Finance Limited ('The Company') is a public limited company domiciled in India.

SIGNIFICANT ACCOUNTING POLICIES:

i) **Accounting Convention**

The financial statements have been prepared on an accrual basis and under the historical cost convention to comply in all material aspects, with the applicable accounting principles in India, mandatory Accounting Standards notified by the Companies (Accounting Standards) Rule, 2006 (as amended) and the relevant provisions of the Companies Act, 1956.

All the assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in Schedule VI to the Companies Act, 1956. Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash & cash equivalents, the company has ascertained its operating cycle as 12 months for the purpose of current/ non-current classification of assets and liabilities.

ii) **Use of Estimates:**

The preparation of financial statements in conformity with generally accepted accounting principles requires estimates and assumptions to be made, that affect the reported amounts of assets and liabilities on the date of the financial statements and the reported amounts of revenue and expenses during the reporting year. Differences between actual results and estimates are recognized in the year in which the results are known /materialize.

iii) **Investments**

Long term investments are valued at cost after deducting provision, if any made for permanent diminution in the value. Dividend income is accounted for on receipt basis.

iv) **Taxes on Income**

(a) Provision for current tax liability, if any, is provided in accordance with the Income Tax Act, 1961.

(b) Deferred Tax is recognised on the timing differences, between book profits and tax profits that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax asset are not recognized unless there is virtual certainty that sufficient future taxable income would be available against which such deferred tax assets can be realized. The carrying amount of deferred tax is reviewed at each balance sheet date.

v) **Provisions, Contingent Liabilities & Contingent Assets**

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognized but are disclosed in the notes. Contingent Assets are neither recognized nor disclosed in the financial statement.



SHERATON PROPERTIES & FINANCE LIMITED
NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2014.

| | As At 31.03.2014 | As At 31.03.2013 |
|---|-----------------------------|-----------------------------|
| 1 SHARE CAPITAL | | |
| Authorised: | | |
| 12,50,000 Equity Shares of ₹.10/- each | 12,500,000 | 12,500,000 |
| Issued, Subscribed and Paid-up: | | |
| 12,00,000 Equity Shares of ₹.10/- each fully paid up | 12,000,000 | 12,000,000 |
| 1.1 Reconciliation of the shares outstanding at the beginning and at the end of the reporting period | | |
| Equity shares | | |
| | 31st March 2014 | 31st March 2013 |
| | Nos. Amount | Nos. Amount |
| At the beginning of the period | 1,200,000 12,000,000 | 1,200,000 12,000,000 |
| Add: Issued during the year | - - | - - |
| Outstanding at the end of the period | 1,200,000 12,000,000 | 1,200,000 12,000,000 |
| 1.2 Terms / rights attached to Equity Shares | | |
| The company has only one class of equity shares having a par value of ₹.10/- per share. Each equity shareholder is entitled to one vote per share. The company declares and pays dividend in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General meeting. | | |
| 1.3 Details of shareholders holding more than 5% shares in the Company. | | |
| Equity Shares of ₹.10/- each fully paid up | 31st March 2014 | 31st March 2013 |
| Name | Nos. % holding | Nos. % holding |
| Bentley Commercial Enterprises Limited | 234800 19.57% | 234800 19.57% |
| Speedage Commercials Limited | 224900 18.74% | 224900 18.74% |
| Bhansali Industrial Invst & Finance Pvt Ltd | 225600 18.80% | 225600 18.80% |
| Bhansali International Private Limited | 203300 16.94% | 203300 16.94% |
| 2 RESERVES & SURPLUS | | |
| Surplus in Statement of Profit & Loss | | |
| Opening Balance | 17,713,656 | 16,635,817 |
| Add: Profit For The Year | 970,375 | 1,077,839 |
| | 18,684,031 | 17,713,656 |
| Less Proposed Dividend | - | - |
| Tax On Dividend | - | - |
| | 18,684,031 | 17,713,656 |
| 3 LONG TERM BORROWINGS | | |
| Unsecured Loans | 5,000,000 | 5,000,000 |
| | 5,000,000 | 5,000,000 |
| 4 OTHER LONG TERM LIABILITIES | | |
| Inter Corporate Deposits | 300,000 | 300,000 |
| | 300,000 | 300,000 |
| 5 SHORT TERM BORROWING | | |
| From Corporate Bodies | - | - |
| | - | - |
| 6 OTHER CURRENT LIABILITIES | | |
| Provision for Expenses | 75,976 | 42,268 |
| TDS Payable | 1,153 | - |
| | 77,129 | 42,268 |



SHERATON PROPERTIES & FINANCE LIMITED
NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2014.

7 NON-CURRENT INVESTMENT (At Cost)

| | | As at 31.03.2014 | | As at 31.03.2013 | |
|---------------------------------------|----------------------|------------------|--------------------|------------------|--------------------|
| Name of the Company | Face Value per Share | Holding | Book Value | Holding | Book Value |
| | | Nos | Rs. | Nos | Rs. |
| <u>OTHER THAN TRADE:</u> | | | | | |
| Equity Shares Fully Paid Up | | | | | |
| — Quoted | | | | | |
| Bhansali Engineering Polymers Limited | ₹.1 | 11709000 | 20,643,158 | 11709000 | 20,643,158 |
| Speedage Commercials Limited | ₹.10 | 200200 | 403,851 | 200200 | 403,851 |
| <u>AGGREGATE VALUE</u> | | | <u>21,047,009</u> | | <u>21,047,009</u> |
| <u>QUOTED SHARES LONG TERM</u> | | | | | |
| A. Book Value of Unquoted Shares | | | - | | - |
| B. Market Value of Quoted Shares | | | 143,279,580 | | 180,397,110 |
| <u>TOTAL</u> | | | <u>143,279,580</u> | | <u>180,397,110</u> |

7.1 The company has pledged its shares of Bhansali Engineering Polymers Limited as collateral security in favour of lender bank for loans taken by company under same management.

8 LOANS & ADVANCES

(Unsecured, considered good unless stated otherwise)

| | | Non-Current | | Current | |
|--|--|-------------------|-------------------|--------------|------------------|
| | | As At | As At | As At | As At |
| | | 31.03.2014 | 31.03.2013 | 31.03.2014 | 31.03.2013 |
| Security Deposits | | 100,000 | 100,000 | - | - |
| (A) | | 100,000 | 100,000 | - | - |
| Advances Recoverable in Cash or Kind | | - | - | - | - |
| (B) | | - | - | - | - |
| <u>Other Loans and Advances</u> | | | | | |
| Advance Income-Tax (net of provisions) | | 12,682,455 | 12,682,455 | - | - |
| Inter Corporate Deposits | | 950,000 | - | - | 1,000,000 |
| Sundry creditors with debit balances | | - | - | 1,153 | - |
| (C) | | 13,632,455 | 12,682,455 | 1,153 | 1,000,000 |
| Total (A+B+C) | | <u>13,732,455</u> | <u>12,782,455</u> | <u>1,153</u> | <u>1,000,000</u> |

9 CASH & BANK BALANCES

| | As At | As At |
|--------------------------------|------------------|----------------|
| | 31.03.2014 | 31.03.2013 |
| Cash in Hand | 223,703 | 183,403 |
| Balances with Scheduled Banks: | 1,056,840 | 43,057 |
| | <u>1,280,543</u> | <u>226,460</u> |



SHERATON PROPERTIES & FINANCE LIMITED
NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2014.

| | | Year Ended 31.03.2014 | Year Ended 31.03.2013 |
|----|--------------------------------------|--------------------------|--------------------------|
| 10 | REVENUE FROM OPERATIONS | | |
| | Commission | 40,300 | 39,800 |
| | Dividend | 1,170,900 | 1,170,900 |
| | | <u>1,211,200</u> | <u>1,210,700</u> |
| 11 | OTHER EXPENSES | | |
| | Advertisement | 115,319 | 25,828 |
| | Filing fees | 2,000 | - |
| | Auditor's Remuneration | | |
| | Audit Fees | 28,090 | 30,000 |
| | Income Tax Matter | 5,618 | 33,708 |
| | Legal & Professional Charges | 29,550 | 33,101 |
| | Internal Audit fees | - | - |
| | Listing Fees & Other Charges | 29,213 | 29,302 |
| | Postage | 19,326 | 3,988 |
| | Printing & Stationery | 3,125 | 1,260 |
| | Professional Tax | 2,500 | 2,500 |
| | Website Charges | 3,500 | 3,500 |
| | Interest on TDS Late payment charges | - | 148 |
| | | <u>238,241</u> | <u>129,627</u> |
| 12 | FINANCE COSTS | | |
| | Bank Charges | 2,584 | 3,234 |
| | | <u>2,584</u> | <u>3,234</u> |



SHERATON PROPERTIES & FINANCE LIMITED
NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2014

13) Deferred Taxation :

- a. In the absence of block of assets no provision for deferred tax has been made as required by the Accounting Standard - 22 "Accounting for Taxes on Income" issued by the Institute of Chartered Accountants of India.
- b. Provision for Current Year Income Tax if any has been made in the accounts for the financial year as per Income Tax Act 1961.

- 14) Contingent Liabilities are not provided for in the accounts. The details of contingent liabilities are as follows:

| | <u>As at 31/03/2014</u> (₹. in Lacs) | <u>As at 31/03/2013</u> (₹. in Lacs) |
|--|---|---|
| Income Tax Liability including Interest (up to the last notice of Demand received) due for the A.Y.1990-91 | 163.32 | 163.32 |
| (The appeal is pending before Higher authority. The Company has deposited ₹.1,24,83,600/- towards said demands. The Company has not acknowledged the liability as debt.) | | |

15) Earning Per Share:

| | CURRENT YEAR | PREVIOUS YEAR |
|--|-----------------|------------------|
| • Net Profit/(Loss) after tax attributable to the equity shareholders | 9,70,375/- | 10,77,839/- |
| • Number of equity shares outstanding at the end of the year (NOS) | 12,00,000 | 12,00,000 |
| • Weighted average number of shares outstanding during the year (NOS) | 12,00,000 | 12,00,000 |
| • Basic & Diluted earnings per share (₹ Per equity shares of ₹ 10 each) | 0.81/- | 0.90/- |

- 16) There are no employees during the year hence the company has not provided for the employees liability as required by AS-15 revised 2005 "Employee Benefits".
- 17) Segment reporting in accordance with Accounting Standards 17 is not applicable to Company.



SHERATON PROPERTIES & FINANCE LIMITED
NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2014

18) Related Party Disclosure:

As per Accounting Standard 18 issued by the Institute of Chartered Accountants of India the Company's related parties and transaction are disclosed below:

- (i) List of related parties where control exists and related parties with whom transactions have taken place and relationships:

(a) Particulars of Key Management Personnel:

| Sr. No. | Name of Related Party | Relationship |
|---------|-----------------------|--------------|
| 1. | Babulal M. Bhansali | Director |
| 2. | Jayesh B. Bhansali | Director |

- (b) Particulars of Enterprises Under Common Control of Key Management Personnel and where there are transactions:

| Sr. No. | Name of Related Party |
|---------|---|
| 1. | Bentley Commercial Enterprises Ltd. |
| 2. | Bhansali Engineering Industries Pvt. Ltd. |

- (ii) Transactions during the year with related parties:

| Nature of Transactions (Excluding Reimbursements) | Enterprises Under Common Control of Key Managerial Person | |
|--|--|---------------|
| | Current Year | Previous Year |
| (a) Deposit Given & (Returned) by Company | (₹.50,000) | ₹.10,00,000 |
| Balance as on 31st March, 2014 | | |
| (b) Shown under Loans & Advances | ₹.9,50,000 | ₹.10,00,000 |
| (c) Shown under Other Long Term Liability | ₹.3,00,000 | ₹.3,00,000 |

- 19) Previous year figures are rearranged/ regrouped wherever necessary.

For and on behalf of
B. L. Dasharda & associates
Chartered Accountants
F.R. No.: 112615W


Sushant Mehta
Partner
M.No.: 112489



Place : Mumbai
Dated : 30th May, 2014

For and on behalf of the Board


B. M. Bhansali
Director


Jayesh B. Bhansali
Director

Place : Mumbai
Dated : 30th May, 2014



SHERATON PROPERTIES & FINANCE LTD.

Regd. Office : Bhansali House, A-5, Off Veera Desai Road, Andheri (West),
Mumbai - 400 053. • Phone : (91-22) 2673 1779 • Fax : (91-22) 2673 1796

CIN : L45202MH1985PLC036920 E-mail : sheratonproperties@gmail.com Website : www.sheratonproperties.net

FORM A

(Pursuant to Clause 31 of Listing Agreement)

| | | |
|----|--|---|
| 1. | Name of Company | Sheraton Properties & Finance Limited |
| 2. | Annual financial statements for the year ended | 31 st March, 2014 |
| 3. | Type of Audit Observation | Unqualified Report (viz No Observation/Emphasis/Qualification in Audit Report for F.Y. 2013-2014) |
| 4. | Frequency of observation | N/A |
| 5. | *Signed by- <ul style="list-style-type: none">• Mr. B.M. Bhansali (Director)• Mr. Jayesh B. Bhansali (Director) |   |

* Clause 49 viz Corporate Governance Clause of Listing Agreement is not applicable to Company due to its turnover being below the requisite limit, hence no Audit Committee has been constituted in Company and the Directors of Company has signed this Form A.