

**FORM A**

**Format of covering letter of the annual audit report to be filed with the stock exchanges.**

Co. No 512589

1	Name of the Company:	SITA ENTERPRISES LIMITED
2	Annual financial statements for the year ended	March 31, 2015
3	Type of Audit observation	Un-qualified
4	Frequency of observation	Not Applicable
5	Signed by :-	
	ASHOK S TULSYAN Whole Time Director	of SITA ENTERPRISES LIMITED <i>Ashok S Tulsyani</i> Director / Authorised Signatory
	Ms Indhi Sharma Company Secretary & CFO	of SITA ENTERPRISES LIMITED <i>Indhi Sharma</i> Director / Authorised Signatory
	Company Auditors	For MITTAL & MITIAL CHARTERED ACCOUNTANTS <i>Rajendra</i> Partner
	Independent Director & Audit Comm. Chairman Mr S Rathi	<i>S Rathi</i>

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# SITA

ENTERPRISES LTD.

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Report  
and  
Accounts  
2015

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## **SITA ENTERPRISES LIMITED**

### **BOARD OF DIRECTORS**

Mr.A.Tulsyan  
Mr.K.K.Agrawal  
Mr.Sandeep S. Rathi  
Smt.S.Tulsyan

### **COMPANY SECRETARY**

Ms. Nidhi Sharma

### **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 Second Annual General Meeting of the members of Sita Enterprises Ltd. will be held on Wednesday the 30<sup>th</sup> September, 2015 at 9.00 A.M. at 415-416, Arun Chambers, Tardeo Road, Mumbai - 400 034 to transact the following business:

### Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the company for the year ended 31-3-2015 together with the Reports of the Directors and Auditors thereon.
2. To appoint a director in place of Smt. Sanju Tulsyan (Director Identification Number: 00659808) who retires by rotation and is eligible for re-appointment.
3. To appoint Auditors and fix their remuneration and in this regard, to consider and if thought fit, to pass, the following resolution as an Ordinary Resolution:

“RESOLVED THAT Mittal & Mittal, Chartered Accountants (Firm Registration Number: 106457W), be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of this AGM till the conclusion of the next AGM of the Company at such remuneration as shall be fixed by the Directors of the Company.”

### Special Business:

4. To consider and approve the appointment of Mr. Ashok S 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. Ashok S Tulsyan as Whole Time Director for two years from 10/08/2015 to 09/08/2017, made by the board of Directors, be approved by the Company.”

By order of the Board

Mumbai, 27<sup>th</sup> August, 2015

Ms. Nidhi Sharma  
Company Secretary &  
Chief Financial Officer

### NOTES:

1. The explanatory statement pursuant to Section 102 (1) of the Companies Act, 2013 in respect of Special Business listed above, is annexed hereto.
2. A Member entitled to attend and vote at the Annual General Meeting (“AGM”) is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company. The instrument appointing the proxy, in order to be effective, must be deposited at the Company’s Registered Office, duly completed and signed, not less than forty-eight (48) hours before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable.  
Members are requested to note that a person can act as proxy on behalf of not exceeding fifty (50) Members and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than ten percent (10%) of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
3. Register of Members and Share Transfer Register of the Company will be closed from 25<sup>th</sup> to 30<sup>th</sup> September, 2015 (both days inclusive).
4. **E-Voting**

- a. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2015, the Company provides facility to the members to exercise their right to vote at the 32<sup>nd</sup> Annual General Meeting (AGM) by electronic means and the businesses may be transacted through e-Voting Services provided by Central Depository

Services (India) Ltd. For conducting this e-voting activity in a fair and transparent manner, the Board of Directors has appointed Mr. V. K. Mishra a Practising Company Secretary, Mumbai (FCS 5023 CP 4279) as Scrutinizer. The procedure of e-voting along with instructions is attached as a part of Notice.

- b. The facility for voting, either through electronic voting system or ballot or polling paper shall also be made available at the meeting and members attending the meeting who have not casted their vote by remote e-voting shall be able to exercise their right at the meeting.
- c. The members who have casted their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
5. Members holding shares in the same set of names under different ledger folios are requested to apply for consolidation of the folios along with relevant share certificates to the Link Intime India Private Limited (previously known as Intime Spectrum Registry Limited).
6. The company has appointed Key Managerial Personnel– Mr. Ashok Tulsyan as Whole Time Director and Ms. Nidhi Sharma as Company Secretary and Chief Financial Officer.
7. 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.
8. Copies of all documents referred to in the notice are available for inspection at the Registered Office of the Company between 2 p.m. and 4 p.m. IST on all working days till the date of the Annual General Meeting.
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:**

- a. Re-appointment at the AGM:

Name of the Director - S. Tulsyan; DIN- 00659808; Date of Birth- 27/01/1963; Age- 52 years; No. of shares held in company- 63,900; Category- Promoter; List of other Public Companies in which Directorship/ Chairmanship held as on 31/3/2015- Sita Offers & Bourse Expertise Ltd and Goyal Housing & Finance Ltd.; Member of the Committees of other Companies- Nil.

- b. Approval of Appointment made by Directors:

Name of the Director- Ashok S Tulsyan; DIN- 00353156; Date of Birth- 21/03/1957; Age- 58 years; Date of Appointment- 16/01/1989; Expertise- General Management. Qualification- B.Com (Hons.), FCA; No. of shares held in company- 1,30,500; Category- Whole Time Director (Spouse of Mrs. Sanju Tulsyan- Promoter Director in the Company); Other Public Companies in which Directorship held as on 31/3/2015- Sita Offers & Bourse Expertise Ltd and Goyal Housing & Finance Ltd.; Member of the Committees of other Companies- Nil.

### Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013 relating to Special Business:

Mr. Ashok S Tulsyan had been acting as Promoter Director of the Company. He was appointed by the Board as Whole Time Director for two years from 10/08/2015 to 09/08/2017. No remuneration, commission, allowances or other benefit shall be paid by the Company for this appointment. He does not hold any whole time position (Director or otherwise) in other Companies. Mr. Ashok S Tulsyan and Mrs. S Tulsyan, spouse of Mr. Ashok S Tulsyan, are interested in this resolution.

By order of the Board

Mumbai, 27<sup>th</sup> August, 2015

Ms. Nidhi Sharma  
Company Secretary &  
Chief Financial Officer

## PROCEDURE FOR REMOTE E-VOTING

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

- (i) The voting period begins on Saturday 26<sup>th</sup> September, 2015 (9:00 a.m.) and ends on Tuesday 29<sup>th</sup> September, 2015 (5:00 p.m.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Wednesday 23<sup>rd</sup> September, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - (a) For CDSL: 16 digits beneficiary ID
  - (b) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> <li>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

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

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

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

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

# SITA ENTERPRISES LIMITED

## DIRECTORS' REPORT

### To The Members:

Your Directors have pleasure in submitting the 32<sup>nd</sup> Annual Report of the Company together with the audited Annual Accounts showing the financial position of the Company for the year ended on 31<sup>st</sup> March 2015.

### The State of Company's affairs and Financial Results:

The Company is an investment and finance Company and has invested funds in Shares, Securities, Venture Capital Fund, Properties, Loans and Advances. The Financial & Operational performance during the year was as under:

	Rupees in lacs
GROSS INCOME	17.63
Gross Operating Profit	4.84
Depreciation	0.04
PROFIT BEFORE TAX	4.80
Provision for Taxation	0.81
PROFIT AFTER TAX	3.99

### Dividend and Transfer to Reserves:

Your Directors do not recommend any dividend for the year ended on 31<sup>st</sup> March 2015. An amount of Rs. One Lac has been transferred from surplus balance in Statement of Profit And Loss to general reserve during the year.

### Directors and Key Managerial Personnel:

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

Considering its limited operations and budget constraints, the Company is looking for Key Managerial Personnel who are willing to join at reasonable terms and simultaneously is in the process of developing adequate infrastructure and support facility for the same. These appointments shall be made at the earliest possible time.

During the year five board meetings were convened and held.

The Independent Directors have given declarations under Section 149(7) of the Companies Act, 2013, that they meet the criteria of independence as provided under Section 149(6) of the Companies Act, 2013.

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

Commensurate with very limited size of operations of the company, the Board, on recommendation of the Nomination and Remuneration Committee, has adopted a framework for performance evaluation of the Board, its Committees, individual directors and chairperson through a survey questionnaire. The survey questionnaire broadly covers various aspects of board functioning, composition of Board and its committees, culture,

execution and performance of specific duties, obligation and governance.

### Particulars of loans, guarantees or investment:

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

### Audit Committee:

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

### Directors' Responsibility Statement:

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

- That in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- That the directors had 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;
- That the directors had 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 had prepared the annual accounts on a going concern basis; and
- That the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- That the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### Auditors:

M/s Mittal & Mittal, Chartered Accountants, retire as Auditors of the Company at the ensuing Annual General Meeting and are eligible for re-appointment. They have expressed their willingness to act as auditor and confirmed that their appointment, if made, would be in conformity with section 141 of the Companies Act, 2013.

### Risk Management Policy:

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

### Corporate Social Responsibility:

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

### **Vigil Mechanism/Whistle Blower Policy:**

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

### **Extract of Annual Return:**

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

### **Other Information:**

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

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

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

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

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

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

The Company has the Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee.

The company 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 2014-15 is set out in the Annexure to this Report. The observations and remarks made in the Report are self explanatory and have been dealt in the Board Report and need not further elucidation.

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

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

On behalf of the Board

Mumbai, 29<sup>th</sup> May, 2015

Sanju Tulsyan      A.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.**

- (i) The Ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2014-15 –  
*Not Applicable – Please see note 1 below.*
- (ii) The percentage increase in remuneration of each Director, Managing Director & Chief Executive Officer, Chief Financial Officer and Company Secretary of the Company in the financial year 2014-15.  
*Not Applicable – Please see note 1 below.*
- (iii) The percentage increase in the median remuneration of employees in the financial year 2014-15 – 15%
- (iv) The number of permanent employees on the rolls of Company – Five.
- (v) **The explanation on the relationship between average increase in remuneration and Company performance**  
Profit before tax increased by 21.27%. The overall increase in remuneration was 6.30% which was in line with the performance of the Company.
- (vi) Comparison of the remuneration of the Key managerial Personnel against the performance of the Company.  
*Not Applicable – Please see note 1 below.*
- (vii) 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 31-03-2014 Rs. 274 Lacs and on 31-03-2015 Rs. 325 Lacs. EPS– as on 31-03-2014 Rs.0.11 and as on 31-03-2015 Rs.0.13. 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 31-03-2015 was Rs. 10.82 representing an increase of 8.2%.
- (viii) 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 below.*
- (ix) The comparison of the each remuneration of Key Managerial Personnel against the performance of the Company during the Financial Year 2014-15 is as under:  
*Not Applicable – Please see note 1 below.*
- (x) The key parameters for any variable component of remuneration availed by the Directors.  
*Not Applicable – Please see note 1 below.*
- (xi) The ratio of the remuneration of the highest paid Director to that of the employees who are not Directors but receive remuneration in excess of the highest paid Director during the year.  
*Not Applicable – Please see note 1 below.*
- (xii) **Affirmation that the remuneration is as per the Remuneration Policy of the Company.**  
Pursuant to Rule 5(1)(xii) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, it is affirmed that the remuneration paid to the Directors, KMPs, Senior Management and other employees of the Company is as per the Remuneration Policy of the Company.  
*Not Applicable – Please see note 1 below.*

#### **NOTES**

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





<b>i) Category-wise Share Holding (Continued)</b>										
Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year	
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares		
<b>B Public Shareholding</b>										
<b>(1) Institutions</b>										
a) Mutual Funds										
b) Banks/FI										
c) Central Govt.										
d) State Govt.										
e) Venture Capital Fund										
f) Insurance Companies										
g) FII										
h) Foreign Venture Capital Funds										
i) Others (specify)										
<b>SUB TOTAL: (B) (1)</b>										
<b>(2) Non-Institutions</b>										
a) Bodies Corporate										
i) Indian	36066	55500	91566	3.05	34847	55500	90347	3.01	-0.04	
ii) Overseas										
b) Individuals										
i) Individual shareholders holding nominal share capital up to Rs.1 lakh	232799	171200	403999	13.47	231608	168500	400108	13.34	-0.13	
ii) Individuals shareholders holding nominal share capital in excess of Rs.1 lakh	177060	75000	252060	8.4	182611	75000	257611	8.59	0.19	
c) Others (specify)										
i) Non Resident Indians	100		100	0						
ii) Clearing member	2275		2275	0.08	1934		1934	0.06	-0.02	
<b>SUB TOTAL: (B) (2)</b>										
	<b>448300</b>	<b>301700</b>	<b>750000</b>	<b>25</b>	<b>451000</b>	<b>299000</b>	<b>750000</b>	<b>25</b>		
<b>Total Public Shareholding (B) = (B)(1)+(B)(2)</b>										
	<b>448300</b>	<b>301700</b>	<b>750000</b>	<b>25</b>	<b>451000</b>	<b>299000</b>	<b>750000</b>	<b>25</b>		
<b>C Shares held by Custodian for GDRs &amp; ADRs</b>										
<b>GRAND TOTAL: (A+B+C)</b>										
	<b>2698300</b>	<b>301700</b>	<b>3000000</b>	<b>100</b>	<b>2701000</b>	<b>299000</b>	<b>3000000</b>	<b>100</b>		

<b>ii) Shareholding of Promoters</b>										
Sr. No.	Shareholders' Name	Share holding at the beginning of the year (01/04/2014)			Share holding at the end of the year (31/03/2015)					
		No. of Shares	% of total shares of the company	% of shares pledged/encumbered to total shares	No. of Shares	% of total shares of the company	% of shares pledged/encumbered to total shares	% change in share holding during the year		
1	Bombay Mercantile & Leasing Co. Ltd	1025398	34.1799	-	1025398	34.1799	-	-		
2	Ashok Tulsyan HUF	600000	20.0000	-	600000	20.0000	-	-		
3	Abhinandan Textiles & Traders Pvt. Ltd.	375000	12.5000	-	375000	12.5000	-	-		
4	Ashok Kumar Tulsyan	130500	4.3500	-	130500	4.3500	-	-		
5	Sanju Tilsyan	63900	2.1300	-	63900	2.1300	-	-		
6	Shanti Devi Tulsyan	27100	0.9033	-	27100	0.9033	-	-		
7	Sita Equity Pvt Ltd.	15602	0.5201	-	15602	0.5201	-	-		
8	Tulsyan Products Pvt. Ltd.	10500	0.3500	-	10500	0.3500	-	-		
9	Anjua Tulsyan	1000	0.0333	-	1000	0.0333	-	-		
10	Sneha Tulsyan	1000	0.0333	-	1000	0.0333	-	-		
<b>TOTAL</b>		<b>2250000</b>	<b>75.00</b>	<b>-</b>	<b>2250000</b>	<b>75.00</b>	<b>-</b>	<b>-</b>		
<b>iii) Change in Promoter's Shareholding</b>										
There are no changes in the promoter's shareholdings during the financial year 2014-15.										

iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters & Holders of GDRs & ADRs)								
Sr. No.	Shareholders' Name	Share holding at the beginning (01/04/2014)/ end (31/03/2015) of the year		Date	Increase/ Decrease in shareholding	Reason	Cumulative Share-holding during the year (01/04/15 to 31/03/15)	
		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 2014	0			
		75000	2.50000	31 Mar 2015			75000	2.5
2	CHARM FISCAL COMPANY PVT.LTD.	52900	1.7633	1 Apr 2014	0			
		52900	1.7633	31 Mar 2015			52900	1.7633
3	VSL SECURITIES PRIVATE LIMITED	28590	0.9530	1 Apr 2014	0			
		28590	0.9530	31 Mar 2015			28590	0.9530
4	GORDHAN DAS BAGARIA	27750	0.9250	1 Apr 2014	0			
		27750	0.9250	31 Mar 2015			27750	0.9250
5	HITESH RAMJI JAVERI	27574	0.9191	1 Apr 2014	0			
		27574	0.9191	31 Mar 2015			27574	0.9191
6	RAJ KUMAR LOHIA	27191	0.9064	1 Apr 2014	0			
		27191	0.9064	31 Mar 2015			27191	0.9064
7	SUMAN DEVI BAGARIA	24600	0.8200	1 Apr 2014	0			
		24600	0.8200	31 Mar 2015			24600	0.8200
8	RAJ KR LOHIA	35000	1.1667	1 Apr 2014	0			
				13 Jun 2014	(5000)	Sale	30000	1.0000
				04 Jul 2014	(2267)	Sale	27733	0.9244
				01 Aug 2014	(6000)	Sale	21733	0.7244
		21733	0.7244	31 Mar 2015			21733	0.7244
9	PUSHPA VYAS	17655	0.5885	1 Apr 2014	0			
		17655	0.5885	31 Mar 2015			17655	0.5885
10	VIJAYABEN P PARIKH	49	0.0096	1 Apr 2014	0			
				13 Jun 2014	2000	Purchase	2049	0.0683
				25 Jul 2014	550	Purchase	2599	0.0866
				01 Aug 2014	4659	Purchase	7258	0.2419
				22 Aug 2014	500	Purchase	7758	0.2586
				05 Sep 2014	550	Purchase	8308	0.2769
				19 Sep 2014	856	Purchase	9164	0.3055
				30 Sep 2014	5006	Purchase	14170	0.4723
				10 Oct 2014	3100	Purchase	17270	0.5757
				31 Oct 2014	37	Purchase	17307	0.5769
				21 Nov 2014	494	Purchase	17801	0.5934
				30 Jan 2015	50	Purchase	17851	0.5950
				06 Mar 2015	667	Purchase	18518	0.6173
				27 Mar 2015	200	Purchase	18718	0.6239
		18718	0.6239	31 Mar 2015			18718	0.6239

v) Shareholding of Directors and Key Managerial Personnel (KMP)								
Sr. No.	Shareholders' Name	Share holding at the beginning of the year (01/04/2014)		Date	Increase/ Decrease in shareholding	Reason	Cumulative Share-holding during the year (01/04/15 to 31/03/15)	
<b>A</b>	<b>Directors</b>							
1	ASHOK TULSYAN	130500	4.35	1 Apr 2014	-			
		130500	4.35	31 Mar 2015			130500	4.35
2	SANJU TULSYAN	63900	2.13	1 Apr 2014	-			
		63900	2.13	31 Mar 2015			63900	2.13
3	K K AGRAWAL	1000	0.03	1 Apr 2014	-			
		1000	0.03	31 Mar 2015			1000	0.03
<b>B</b>	<b>Key Managerial Personnel (KMP)- N.A.</b>							

<b>V</b>	<b>INDEBTEDNESS</b>
	The Company had no indebtedness with respect to secured or unsecured Loans or Deposits during the financial year 2014-15.
<b>VI</b>	<b>REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL</b>
	Apart from seating fees of Rs.5000/- paid to Mr. Sandeep Rathi no other remuneration is paid.
<b>VII</b>	<b>PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES</b>
	NIL

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

**FOR FINANCIAL YEAR ENDED ON MARCH 31, 2015**

**[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.**

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 a 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 authorized 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 March 31, 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

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

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The Reserve bank of India Act, 1934 and rules and regulation made there under from time to time and any other modification enactment issue by RBI which is applicable on Non Banking Financial Companies (NBFC);
- (vi) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 notified on October 28, 2014 (Not applicable to the Company during the Audit period);
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not applicable to the Company during the Audit period);
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations; and
  - (h) The Securities and Exchange Board of India (Buyback of Securities) regulations, 1998 (Not applicable to the Company during the Audit period).

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India (Not notified hence not applicable to the Company during the Audit period).
- (ii) The Listing Agreement entered into by the Company with BSE Limited (Clause 49 of the listing agreement is not applicable to the company).

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above and in terms of our observations and remark, we report that:

1. *The appointment of Key Managerial Personnel (WTD, CFO and Whole time Company Secretary) as per section 203 of the Companies Act, 2013 was not accomplished before the end of the year under review.*

We further report that:

- 1) The Directors have disclosed their interest and concerns in contracts and arrangements, shareholdings and directorships in other companies and interests in other entities as and when required and their disclosures have been noted and recorded by the Board;
- 2) The Directors have complied with the disclosure requirements in respect of their eligibility of appointments, their being independent and compliance with the Code of Conduct for Directors and Senior Management Personnel;
- 3) The Company has obtained all necessary approvals under the various provisions of the Act.

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**  
**M'Ship No. : 5023**  
**C P No.: 4279**

Place : Mumbai  
Date : 29<sup>th</sup> May, 2015

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

**'ANNEXURE A'**

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

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

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

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

**(Vijay Kumar Mishra)**  
**Partner**  
**M'Ship No. : 5023**  
**C P No.: 4279**

Place: Mumbai  
Date: 29<sup>th</sup> May, 2015

## **INDEPENDENT AUDITORS' 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 comprise the Balance Sheet as at March 31, 2015, the Statement of Profit and Loss, the 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 to give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### **Auditor's Responsibility**

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

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

### **Opinion**

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

### **Report on Other Legal and Regulatory Requirements**

As required by 'the Companies (Auditor's Report) Order, 2015', issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act (hereinafter referred to as the "Order"), 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 explanations given to us, we give in the annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.

### **As required by Section 143 (3) of the Act, we report that :**

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on March 31, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015, from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) 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 knowledge and belief and according to the information and explanations given to us:

- i. The Company does not have any pending litigations which would impact on its financial position.
- ii. The Company did not have any long term contracts including derivative contracts that require provision under any law or accounting standards for which there were any material foreseeable losses.
- iii. There was no amount required to be transferred to the Investor Education and Protection Fund by the Company.

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

**Rishikesh Agrawal**  
Membership No.113844  
Partner

Mumbai, 29<sup>th</sup> May 2015

## **ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT**

Referred to in the Independent Auditors' Report of even date to the members of Sita Enterprises Limited on the financial statements as of and for the year ended March 31, 2015.

1. (a)The Company is maintaining proper records showing full particulars including quantitative details and situation of fixed assets.  
(b)The fixed assets of the company have been physically verified by the management during the year and no discrepancies between the book records and the physical inventory have been noticed.
2. The company has not been engaged in sale or purchase of goods. There was no balance of inventory at the beginning of the year, during the year and at the end of the year.
3. The company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under Section 189 of the Act. Therefore the provision of clause 3(iii), (iii) (a) and (iii) (b) of the said order are not applicable to the Company.
4. There was no purchase of inventory and fixed assets and sale of goods during the year.
5. 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.
6. The Central Government has not prescribed the maintenance of cost records under sub-section (1) of section 148 of the Companies Act, 2013 and the Companies (cost records and audit) Rules 2014.
7. As per the records verified by us and as explained to us, the Company has been regular in depositing undisputed statutory Income-tax dues with the appropriate authorities and there were no arrears under the above head which were due for more than six months from the date they became payable as at the close of the year. The statutes relating to Employees State Insurance, Provident Fund, Sales tax, Wealth Tax, Custom Duty, Investor Education and Protection Fund, Service tax, Excise Duty, Cess and other statutory dues are not applicable to the Company during the year.
8. The company does not have accumulated losses at the end of the financial year and it has not incurred cash losses during the financial year covered by the audit and in the immediately preceding financial year.
9. The company has not raised loans from Financial Institutions or Banks or by issue of debentures and hence the provisions of Clause (ix) of paragraph 3 of the Order are not applicable to the Company.
10. 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 Banks or Financial Institutions during the year. Therefore, the provisions of clause (x) of paragraph 3 of the Order are not applicable to the Company.
11. The Company has not raised any term loan during the year. Therefore, the provisions of clause (xi) of paragraph 3 of the Order are not applicable to the Company.
12. In our opinion and according to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the year.

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

**Rishikesh Agrawal**  
Membership No.113844  
Partner

Mumbai, 29<sup>th</sup> May 2015

# SITA ENTERPRISES LIMITED

BALANCE SHEET AS AT 31st MARCH, 2015

Rupees

PARTICULARS	Note No.	As at 31-3-2015	As at 31-3-2014
<b>I. EQUITY AND LIABILITIES</b>			
<b>1 Shareholders' Funds</b>			
(a) Share Capital	1	3,00,00,000	3,00,00,000
(b) Reserves and Surplus	2	6,36,53,609	6,32,54,707
<b>2 Current Liabilities</b>			
(a) Other current liabilities			
Sundry payables		11,236	11,236
(b) Short-term provisions			
Current income tax		81,051	71,140
Contingent Provision		2,50,000	2,50,000
<b>Total</b>		<b>9,39,95,896</b>	<b>9,35,87,083</b>
<b>II. ASSETS</b>			
<b>1 Non-current assets</b>			
(a) Fixed assets			
Tangible assets	3	2,944	7,359
(b) Non-current investments	4	7,91,30,883	7,35,19,051
<b>2 Current assets</b>			
(a) Cash and cash equivalents	5	12,03,900	15,64,209
(b) Short-term loans and advances	6	1,36,58,169	1,84,96,464
<b>Total</b>		<b>9,39,95,896</b>	<b>9,35,87,083</b>
Significant Accounting Policies	9		
Other Notes	10		

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

**For and on behalf of the Board**

**Rishikesh Agrawal**  
Membership No: 113844  
Partner

**A.Tulsyan**  
Director

**S.Tulsyan**  
Director

MUMBAI, 29th May 2015

# SITA ENTERPRISES LIMITED

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

Rupees

PARTICULARS	Note No.	For the year ended 31-3-2015	For the year ended 31-3-2014
<b>I. Revenue from operations</b>			
Interest income		23,69,150	17,89,289
<b>II. Other Income</b>			
Dividend income		57,205	25,703
<b>Total Revenue</b>		<u>24,26,355</u>	<u>18,14,992</u>
<b>III. Expenses</b>			
Net gain / loss on sale of investments		6,63,430	2,44,725
Employee benefit expense	7	5,27,470	4,96,194
Depreciation expense		4,415	11,038
Other expenses	8	7,51,087	6,67,271
<b>Total Expenses</b>		<u>19,46,402</u>	<u>14,19,228</u>
<b>IV. Profit before exceptional and extraordinary items and tax</b>		4,79,953	3,95,764
<b>V. Exceptional and Extraordinary Items</b>		-	-
<b>VI. Profit before tax</b>		4,79,953	3,95,764
<b>VII. Tax expense:</b>			
(1) Current tax		81,051	71,140
(2) Deferred tax		-	-
		<u>81,051</u>	<u>71,140</u>
<b>VIII. Profit for the period</b>		<u>3,98,902</u>	<u>3,24,624</u>
<b>IX. Earning per equity share:</b>			
(1) Basic		0.13	0.11
(2) Diluted		0.13	0.11
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, 29th May 2015

# SITA ENTERPRISES LIMITED

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

Rupees

P A R T I C U L A R S	For the year ended 31-3-2015	For the year ended 31-3-2014
<b>Cash Flow from Operating Activities:</b>		
Net profit before tax and Extraordinary items	4,79,953	3,95,764
Adjustments for:		
Depreciation	4,415	11,038
(Profit)/ Loss on sale of investments	6,63,430	2,44,725
Operating Profit Before Working Capital Changes	11,47,798	6,51,527
Adjustments for:		
Trade and other receivables	48,38,295	48,12,700
Trade Payables and Other Liabilities	9,911	(51,736)
Cash Generated from Operations	59,96,004	54,12,491
Direct Taxes paid	(81,051)	(71,140)
<b>Net Cash from Operating Activities.....A</b>	<b>59,14,953</b>	<b>53,41,351</b>
 <b>Cash Flow from investing Activities</b>		
Purchase of Fixed Asset	-	-
Purchase of investment	(75,24,669)	(52,43,878)
Sale of investment	12,49,407	12,78,760
<b>Net Cash Used in investing Activities.....B</b>	<b>(62,75,262)</b>	<b>(39,65,118)</b>
<b>Cash Flow from Financing Activities:</b>		
<b>Net Cash Flow from Financing Activities...C</b>	-	-
Net increase/(decrease) in Cash and Cash equivalents (A+B+C)	<b>(3,60,309)</b>	<b>13,76,233</b>
Cash and Cash equivalents Opening Balance	15,64,209	1,87,976
Cash and Cash equivalents Closing Balance	12,03,900	15,64,209

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, 29th May 2015

For and on behalf of the Board

A. Tulsyan  
Director

S. Tulsyan  
Director

# SITA ENTERPRISES LIMITED

## NOTES ON ACCOUNTS FOR THE YEAR ENDED 31<sup>st</sup> MARCH 2015

	Rs. 31-3-2015	Rs. 31-3-2014		Rs. 31-3-2015	Rs. 31-3-2014
<b>1 SHARE CAPITAL</b>					
Authorised :			<i>Unquoted Shares</i>		
30,00,000 Equity Shares of Rs.10/- each	<u>3,00,00,000</u>	<u>3,00,00,000</u>	730000 (730000) Sita Offers & Brse. Exp. Ltd.:	1,72,90,000	1,72,90,000
Issued Subscribed and Fully Paid :			1205000 (1205000) Bombay Mer & Lsg Co. Ltd	1,80,75,000	1,80,75,000
30,00,000 Equity Shares of Rs.10/- each			18700 (18700) Vatsa Corporation Rs.1/-	<u>23,375</u>	<u>23,375</u>
fully paid up in cash	<u>3,00,00,000</u>	<u>3,00,00,000</u>	* associate	<u>3,53,88,375</u>	<u>3,53,88,375</u>
Refer to Note 10				<u>3,72,42,604</u>	<u>3,77,38,799</u>
<b>2 RESERVES &amp; SURPLUS</b>					
General Reserve			(b) Investments in Venture Capital Fund - unquoted		
As per last account	5,33,50,000	5,32,50,000	100 (100) Aditya Birla Real Estate		
Add: Transfer from Profit & Loss Statement	<u>1,00,000</u>	<u>1,00,000</u>	Fund - I - Class A units of Rs. 1,00,000 each -		
	<u>5,34,50,000</u>	<u>5,33,50,000</u>	amount called Paid Rs.100000(Rs.60000)	94,94,323	57,70,148
Surplus in Profit & Loss Statement			balance with the fund Rs.94943.23*(Rs.57701.48)		
As per last account	99,04,707	96,80,083	*after adjusting refund of principal capital contribution		
Add: Profit for the period	3,98,902	3,24,624	by the fund		
Less: Transfer to Genral Reserve	<u>1,00,000</u>	<u>1,00,000</u>	(c) Other non-current investments		
	<u>1,02,03,609</u>	<u>99,04,707</u>	Investment Property		
	<u>6,36,53,609</u>	<u>6,32,54,707</u>	Properties under construction or development	<u>3,23,93,956</u>	<u>3,00,10,104</u>
			TOTAL INVESTMENTS	<u>7,91,30,883</u>	<u>7,35,19,051</u>
<b>3 TANGIBLE ASSETS:</b>					
Office Equipment-at cost	7,20,967	7,20,967	<b>5 CASH &amp; CASH EQUIVALENTS</b>		
Addition during the year	<u>-</u>	<u>-</u>	Balance with banks	11,23,365	14,75,695
	7,20,967	7,20,967	Cash in hand	<u>80,535</u>	<u>88,514</u>
Less: Depreciation				<u>12,03,900</u>	<u>15,64,209</u>
Up to 31-3-2014	7,13,608		<b>6 SHORT TERM LOANS &amp; ADVANCES</b>		
For year ended 31-3-2015	<u>4,415</u>		(Unsecured, considered good)		
Depreciation up to date	<u>7,18,023</u>	<u>7,13,608</u>	Loans Paid	1,32,00,000	1,33,30,000
Net Block	<u>2,944</u>	<u>7,359</u>	Trade Advances recoverable in cash or in kind or for value to be received	-	47,99,000
			Advance tax paid for current year	1,61,845	1,48,012
			Taxes refundable for earlier years	<u>2,96,324</u>	<u>2,19,452</u>
				<u>1,36,58,169</u>	<u>1,84,96,464</u>
<b>4 NON CURRENT INVESTMENTS</b>					
<b>Trade investments at cost</b>					
(a) Fully Paid up Equity Shares of Face value of Rs.10/- each or otherwise specified					
<i>Quoted Shares</i>					
<b>Nos</b>	<b>Name</b>				
- (500)	Astrazeneca Phar. India Ltd	-	11,50,804	<b>7 EMPLOYEES BENEFIT EXPENSE</b>	
8000(8000)	Computer Disc Ind	4,96,824	4,96,824	Salary	5,08,620
1144 (1144)	East India Hotel Rs.2/-	46,900	46,900	Bonus	<u>18,850</u>
20000(20000)	GVK Power & Infra.Ltd. Rs.1/-	4,99,483	4,99,483		<u>5,27,470</u>
200(200)	Indian Hotels Co. Ltd Rs.1/-	11,244	11,244	<b>8 OTHER EXPENSES</b>	
- (1,871)	Kalpena Industries Ltd.	-	1,45,169	Travelling & Conveyance Expenses	1,19,947
1000(-)	Oil And Natural Gas corp. Ltd.Rs.1	4,01,470	-	Rent	1,80,000
1600(-)	Tata Global Beverages Ltd.Rs.1/-	3,98,308	-	Auditors Remuneration	14607
		<u>18,54,229</u>	<u>23,50,424</u>	Telephone Expenses	10798
				Listing & Demat Expenses	166210
				Miscellaneous Expenses	<u>2,59,525</u>
					<u>7,51,087</u>
					<u>6,67,271</u>



## 9. Significant accounting policies.

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

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

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

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

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

## 10. Other Notes.

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

ii. Tax deducted at source on interest income - Rs. 1,61,845/- (Rs. 1,48,012/-) and on dividend Nil. Interest income includes an amount of Rs.4,83,400/- (Rs. 1,58,014/-) 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.3.99 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 31-3-15 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 31-03-2015 - Nil. The Company has not accepted any deposits from the public. As per guidelines issued by Reserve Bank of India an amount of Rs. 2.5 lacs has been provided as Contingent Provision against Standard Assets and has been shown as Contingent Provision in the balance sheet.

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

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

vii. Meeting fees paid to Independent Director - Mr. S. Rathi Rs.5000/-.

viii. Market value of all quoted investments-Rs.10,29,276/- (Rs.9,72,941/-). Provision for diminution in value of investments- Nil. Investments in Properties are partly paid to the extent of amount due and payable as per the terms of purchase and progress of construction and are shown as other non current investments as per requirement of Revised Schedule VI.

ix. Miscellaneous expenses grouped under the head of Other Expenses include Rs.11,236/- (Rs.11,236/-) for audit fees, Rs. 3,371/- (Rs.3,000) for internal audit, Rs.11,000/- (Rs. 7,303/-)for Secretarial Auditors fees and Rs.2,085/- (Rs.1,053/-) for Securities Transaction Tax.

x. Contingent liabilities and commitments (to the extent not provided for) - Uncalled liability on commitments for Investments in Properties under construction or development Rs.116 Lacs.

**For MITTAL & MITTAL**

Firm Registration No. 106457W

Chartered Accountants

Rishikesh Agrawal

Membership No: 113844

Partner

Mumbai, 29<sup>th</sup> May 2015

For and on behalf of the Board

A. Tulsyan  
Director

S. Tulsyan  
Director

**SITA ENTERPRISES LIMITED**

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

**ATTENDENCE SLIP**

(To be presented at the entrance)

I / We hereby record my / our presence at the 32<sup>nd</sup> Annual General Meeting of the Company held on Wednesday 30<sup>th</sup> September, 2015 at 415-416, Arun Chambers, Tardeo Road, Mumbai 400034.

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

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

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

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

**SITA ENTERPRISES LIMITED**

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

**Form No. MGT - 11**

**PROXY FORM**

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

Name of the Member(s) : .....

Registered address : .....

E-mail Id : .....

Folio No. / Client ID : ..... DP ID No. ....

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

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

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

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

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

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

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

as my/our proxy to attend and vote (on a poll) for me/ us and on my / our behalf at the 32<sup>nd</sup> Annual General Meeting of the company, to be held on Wednesday 30<sup>th</sup> September, 2015 at 9:00 AM at 415-416, Arun Chambers, Tardeo Road, Mumbai - 400 034 and at any adjournment thereof in respect of such resolution as are indicated below:

Serial Number	RESOLUTIONS	Optional*	
		For	Against
1.	To consider and adopt Audited Accounts, report of the Directors and Auditors.		
2.	To Appoint Mrs. S. Tulsyan, who retires by rotation, as Director		
3.	To Appoint Auditors		
4.	To Approve appointment of Mr. Ashok S. Tulsyan as Whole Time Director		

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

Signature of Member.....

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

Affix  
Revenue  
Stamp

**Notes:**

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