

SITA

ENTERPRISES LTD.

Report
and
Accounts
2015

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 30th 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, 27th 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 25th to 30th 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 32nd 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, 27th 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 26th September, 2015 (9:00 a.m.) and ends on Tuesday 29th 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 23rd 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.
- (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 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:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> 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. 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.
DOB	<p>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.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> 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).

- (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 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.
 - 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 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, under help Section or write an email to helpdesk.evoting@cdslindia.com