

# SITA

ENTERPRISES LTD.

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Report  
and  
Accounts  
2017

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## **SITA ENTERPRISES LIMITED**

### **BOARD OF DIRECTORS**

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

### **COMPANY SECRETARY**

Mrs. Shweta Mehta

### **CHIEF FINANCIAL OFFICER**

Mr. V K Vora

### **BANKERS**

Syndicate Bank  
HDFC Bank  
Barclays Bank

### **AUDITORS**

M/s.Mittal & Mittal  
Chartered Accountants

### **REGISTERED OFFICE**

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

CIN : L45202MH1982PLC026737

PHONE : 022 - 66627383

FAX : 022 - 66627384

EMAIL - sitaenterprisesltd@yahoo.com

WEB - www.sitaenterprises.com

## **NOTICE**

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

### **Ordinary Business:**

1. To receive, consider and adopt the Audited Financial Statements of the company along with consolidated financial statements for the year ended 31-3-2017 together with the Reports of the Directors and Auditors thereon.
2. To appoint a director in place of Mr. A. Tulsyan (Director Identification Number :00353156) who retires from office by rotation and being eligible offers himself for re-appointment.

3. To appoint the Statutory Auditors of the company and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, as amended from time to time, and pursuant to recommendation of the Audit Committee of the Company, M/s. Maheshwari Maheshwari & Co. (Registration No. 105838W) be and is hereby appointed as the Auditors of the Company to hold office for a term of five consecutive years commencing from the conclusion of the 34th Annual General Meeting till the conclusion of 39th Annual General Meeting of the Company to be held in year 2022 (subject to ratification of their appointment by the Members at every Annual General Meeting if so required under the act) at such remuneration as may be mutually agreed between the Directors of the Company and the Auditors.”

### **Special Business:**

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

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

By Order of the Board

Mumbai, 27<sup>th</sup> July, 2017

Mrs. Shweta Mehta  
Company Secretary

## **NOTES:**

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

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

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

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

### **5. E-Voting**

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

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

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

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

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

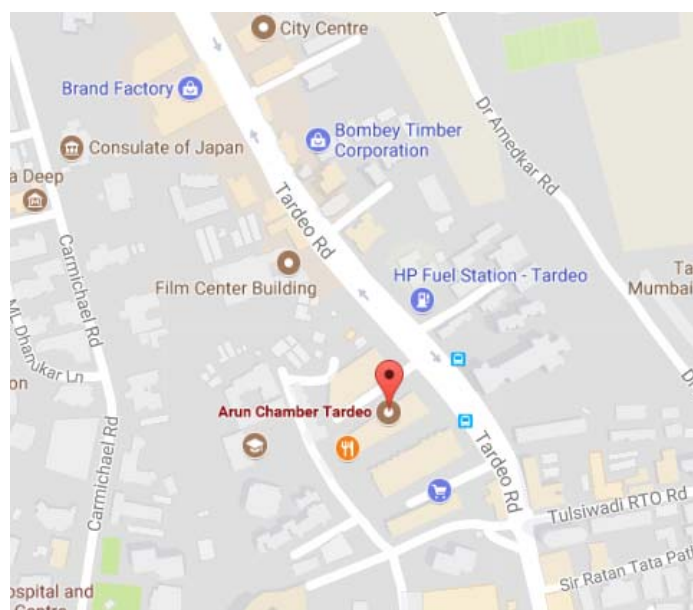
Mr. A. Tulsyan has been acting as Whole Time Director of the Company since 10-08-2015. After completion of two years term he was re-appointed by the Board as Whole Time Director for a further period of five years from 10/08/2017 to 09/08/2022. No remuneration, commission, allowances or other benefit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

By Order of the Board

Mumbai, 27<sup>th</sup> July, 2017

Shweta Mehta  
Company Secretary

## ROUTE MAP OF THE VENUE OF THE ANNUAL GENERAL MEETING



## PROCEDURE FOR REMOTE E-VOTING

### Information and other instructions relating to voting through electronic means:

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

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

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

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

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

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

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

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

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

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

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

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

## SITA ENTERPRISES LIMITED

### DIRECTORS' REPORT

#### To The Members:

Your Directors have pleasure in submitting the Thirty-Forth Annual Report of the Company together with the audited Annual Accounts showing the financial position of the Company for the year ended on 31<sup>st</sup> March 2017 as per the provisions of The Companies Act, 2013 (the act) and SEBI - Listing Obligations and Disclosure Requirements (LODR) .

#### Management Discussion & Analysis:

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

#### vii) Financial & Operational performance

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

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

#### Dividend and Transfer to Reserves:

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

#### Directors and Key Managerial Personnel:

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

During the year eight board meetings were convened and held.

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

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

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

#### Particulars of loans, guarantees or investment:

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

#### Audit Committee:

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

#### Directors' Responsibility Statement:

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

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

#### Related Party Transaction

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

#### Statutory Auditors

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

#### Risk Management Policy

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

#### Corporate Social Responsibility

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

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

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

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

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

### **Subsidiaries, Associates and Joint Ventures**

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

### **Other Information:**

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

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

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

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

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

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

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

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

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

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

On behalf of the Board

Mumbai, 18<sup>th</sup> May, 2017

A. Tulsyan    S. Tulsyan  
Director      Director

### **Annexure to the Directors' Report**

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

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

*Not Applicable – Please see note 1.*

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

### **NOTES**

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

