

SITA

ENTERPRISES LTD.

Report
and
Accounts
2018

SITA ENTERPRISES LIMITED

BOARD OF DIRECTORS

Mr.A.Tulsyan

Mr.K.K.Agrawal, Independent Director (Retired w.e.f 23 August, 2018)

Mr. Mukesh Sarswat,Independent Director (Appointed w.e.f 23 August, 2018)

Mr.Sandeep S. Rathi, Independent Director

Smt.S.Tulsyan

COMPANY SECRETARY

Priyanka Kakhani

CHIEF FINANCIAL OFFICER

Mr. V K Vora

BANKERS

Syndicate Bank

HDFC Bank

Barclays Bank

AUDITORS

M/s. Maheshwari Maheshwari & Co.

Chartered Accountants

REGISTERED OFFICE

415-416, Arun Chambers,

Tardeo Road,

MUMBAI - 400 034.

CIN : L45202MH1982PLC026737

PHONE : 022 - 66627383

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EMAIL - sitaenterprisesltd@yahoo.com

WEB - www.sitaenterprises.com

SITA ENTERPRISES LIMITED

NOTICE

Notice is hereby given that the Thirty Fifth Annual General Meeting of the members of Sita Enterprises Ltd. will be held on Friday the 28th September, 2018 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 31-3-2018 together with the Reports of the Directors and Auditors thereon.
2. To appoint a director in place of Mrs. S. Tulsyan (Director Identification Number :00659808) who retires from office by rotation and being eligible offers herself for re-appointment.

Special Business:

3. Appointment of Non Executive Director

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

“RESOLVED THAT pursuant to the provisions of the Companies Act, 2013 and other applicable provisions and rules, Ms. Sneha Ashok Tulsyan DIN: 01686490, be and is hereby appointed as a Non Executive Director of the Company whose office shall be liable to retirement by rotation.”

4. Appointment of Independent Director

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

“RESOLVED THAT pursuant to the provisions of the Companies Act, 2013 and other applicable provisions and rules, Mr. Mukesh Sarswat DIN:05340062, be and is hereby appointed as an Independent Director of the Company for a term of 5 (five) consecutive years, whose office shall not be liable to retirement by rotation.”

5. Approval of newly substituted Articles of Association

To consider, and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 5 and Section 14 of the Companies Act, 2013 and other applicable provisions and rules the existing Articles of Association of the Company be and is hereby substituted in its entirety by the revised Articles of Association and the same is approved and adopted in place and stead of the existing Articles of Association of the Company.

By Order of the Board

Mumbai, 23rd August , 2018

Priyanka Kakhani
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 22nd to 28th September, 2018 (both days inclusive).
4. The Notice of AGM along with the Annual Report 2017-18 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. Relevant documents and registers will be available for inspection by the members at the Annual General Meeting.
6. Pursuant to the provisions of Section 72 of the Companies Act, 2013, Shareholders holding shares in physical mode are requested to file a Nomination Form in respect of their shareholdings. Any Shareholder wishing to avail of this facility may submit to the Investors Services Division (“ISD”) in the prescribed statutory form SH-13. For any assistance, Shareholders should get in touch with the ISD.
7. Shareholder or his proxy will be required to produce at the entrance of the meeting hall, the attendance slip sent herewith duly completed and signed. Neither photocopies nor torn/mutilated attendance slips will be accepted. However, Shareholders who have received the Annual Report on e-mail can download and print the attendance slip themselves. These should be completed, signed and handed over at the entrance of the meeting hall. The validity of the attendance slip will, however, be subject to the Shareholder continuing to hold equity shares as on the date of the meeting.
8. 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.
9. 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. As per Securities and Exchange Board of India (SEBI) circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018 a letter addressed to those shareholders, holding shares in physical form, who have not submitted their PAN and bank details is attached to this notice for making these compliances. 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.
10. 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.

11. E-Voting

- a. (i) Pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, the Company is providing to the Shareholders, the remote e-voting facility at the ensuing Annual General Meeting.
Company is offering remote e-voting option to all the Shareholders. For this purpose, the Company has signed an agreement with National Securities Depository Limited ("NSDL").
(ii) The facility of ballot paper voting shall be made available at the meeting 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. For abundant clarity, in the event of a poll, please note that the Shareholders who have exercised their right to vote by electronic means shall not vote by way of poll at the Meeting. The voting rights of the Shareholders shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut off date. The poll process shall be conducted and the consolidated scrutinizer report thereon will be prepared in accordance with the provisions of Section 109 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Listing Regulations.
 - b. The members who have cast their vote electronically prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
 - c. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on cutoff date i.e 21st September, 2018. A person, whose name is recorded in the register of members or in the list of beneficial owners provided by depositories as on the cutoff date i.e 21st September, 2018 shall be entitled to avail the facility of remote e-voting/ ballot voting.
 - d. The remote e-voting period shall commence at 9.00 a.m. on Tuesday , the 25th day of September, 2018 and will end at 5.00 p.m. on Thursday, the 27th day of September, 2018. The remote e-voting module shall be disabled by NSDL at 5.00 p.m. on 27th day of September, 2018. During the remote e-voting period, the Shareholders of the Company holding shares either in physical form or in demat form as on the cut-off date may cast their vote electronically provided once the vote on the resolution(s) is cast by the Shareholders, he will not be allowed to change it subsequently.
 - e. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 21st September, 2018, may obtain the login ID and password by sending an email to sitaenterprisesltd@yahoo.com or evoting@nsdl.co.in by mentioning their folio No./DP ID and Client ID. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forget User Details/Password" option available on www.evoting.nsdl.com.
 - f. Process and Manner for Shareholders, opting for remote e-voting is as under:-
 - (A) In case of Shareholders receiving e-mail from NSDL:
 - i. Any member whose shares are in demat form and whose e-mail address is registered with the Company/Depository Participant(s) will receive an e-mail from NSDL. Open e-mail and open PDF file viz "Sita Enterprises Ltd. remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for remote e-voting. Please note that this password is an initial password. Note: Shareholder already registered with NSDL for e-voting will not receive the PDF file "Remote E-Voting"
 - ii. Launch internet browser by typing the URL <https://www.evoting.nsdl.com>.
 - iii. Click on "Shareholder-login"
 - iv. Put user ID and password as initial password noted in step (a) above. Click "Login"
 - v. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - vi. Home page of "e-voting" opens. Click on "e-voting": Active Voting Cycles.
 - vii. Select Electronic Voting Event Number (EVEN) of Sita Enterprises Limited.
 - viii. Now you are ready for "e-voting" as "Cast Vote" page opens.
 - ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - x. Upon confirmation, the message "Vote cast successfully" will be displayed.
Once you have voted on the resolution, you will not be allowed to modify your vote.
 - xi. Corporate/Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the 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 at vkmassociates@yahoo.com with a copy marked to evoting@nsdl.co.in.
- (B) In case of Shareholders receiving Notice by Post:**
- i. Initial password is provided at the bottom of the attendance slip:
 - ii. Please follow all steps from Sl. No. (b) to Sl. No. (l) above, to cast your vote.
- (C)** The voting through remote e-voting period commences from 09:00 A.M. on 25th September , 2018 and ends at 5:00 P.M. on 27th September, 2018. The remote e-voting module shall be disabled by NSDL for voting thereafter.
- (D)** If you are already registered with NSDL for e-voting you can use your existing user ID and password for casting your vote.
In case shareholders are holding shares in demat mode, USER-ID is the combination of (DP ID + Client ID).
In case shareholders are holding shares in physical mode, USER-ID is the Combination of (EVEN No + Folio No).
- (E)** In case of any query, you may refer to the "Frequently Asked Questions (FAQs)" for shareholders and e-voting user manual for Shareholders available at the "downloads" section of NSDL website, www.evoting.nsdl.com or call toll free no. 1800 222 990.
- (F)** Shareholders who forget the User details / password can use "Forget details/ Password" "Physical User Reset Password" option available on www.evoting.nsdl.com.
12. The ordinary resolutions mentioned above shall be declared as passed on the date of the declaration of result if the number of votes cast in favour is more than the votes cast against. A special resolution shall be passed if at least 3/4th of total votes cast are in favour of the resolution.
 13. The Board of Directors have appointed Mr. A. Tulsyan, Whole Time Director and Ms. Priyanka Kakhani, Company Secretary as the person responsible for the entire process of voting i.e. remote e-voting and ballot voting at the AGM. Mr. Vijay Kumar Mishra, (Membership No. 5023) Partner of M/s. VKM & Associates, Practicing Company Secretaries has been appointed as the scrutinizer to scrutinize the remote e-voting and ballot voting process in a fair and transparent manner.
For any query(ies) / grievance(s) relating to remote e-voting, please contact Investor Service Division on 011-2389 0505 or e-mail at sitaenterprisesltd@yahoo.com or NSDL to Mr. Pratik Bhatt 022-2499 4738, PratikB@nsdl.co.in
 14. The scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting, 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 submit the consolidated scrutinizer's report of the votes cast in favor or against, if any, to the Chairman of the Meeting within 48 hours of conclusion of the meeting. The results along with the scrutinizer's report shall be placed on the website of the Company, www.sitaenterprises.com, NSDL at www.evoting.nsdl.com and Stock Exchanges, at www.bseindia.com.

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

Name of Director - Sneha Ashok Tulsyan, Director Identification Number - 01686490, Date of Birth - 22/05/1989, Expertise in specific Functional areas - Finance and Capital Market, Qualification & Experience : Chartered Accountant and MBA with Indian Institute of Management, Directorship in other Public Limited Companies - Goyal Housing And Finance Ltd., Membership of committee in other public limited companies- Nil, Designation for proposed appointment - Non Executive Director, Relationship- Daughter of Ashok Tulsyan and Sanju Tulsyan, directors of the company, Share held - 1000.

Name of Director - Mukesh Sarswat, Director Identification Number - 05340062 Date of Birth - 08/07/1986, Expertise in specific Functional areas - Commercials Law and Corporate Advisory, Qualification & Experience : Company Secretary, Directorship in other Public Limited Companies - Capacite Structures Limited, Membership of committee in other public limited companies- Nil, Designation for proposed appointment - Independent Director, Relationship- Nil, Share held - Nil.

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

Item No. 3

The Board of Directors, on the recommendation of the Nomination & Remuneration Committee, proposes for appointment of Ms. Sneha Ashok Tulsyan as a Non Executive Director on the Board of the company. Notice under section 160 of the Companies Act has been received from a Shareholder proposing her name to be appointed as a Director on the Board. No remuneration is proposed to be paid to her for such appointment. Her office shall be liable to retirement by rotation. She has given declaration of her eligibility for appointment and requisite forms as per applicable provisions. She is daughter of directors of the company - Mr. Ashok Tulsyan and Mrs. Sanju Tulsyan and they are concerned or interested in the resolution proposing her appointment as a Director on the Board of the Company.

Brief particulars of the director being appointed are given in the above notes.

The Board recommends Ms. Sneha Ashok Tulsyan appointment on the Board as a Director.

Item No. 4

The Board of Directors at its meeting held on 23rd August, 2018, on the recommendation of the Nomination & Remuneration Committee, appointed Mr. Mukesh Sarswat as an Independent Director on the Board in the casual vacancy caused due to the resignation of another Independent Director, Mr. K K Agrawal. In accordance with the provisions of the Companies Act, 2013 such appointment made to fill up the casual vacancy shall be subsequently approved by members in the immediate General Meeting. Further such appointment can be made for a period of five consecutive years from the date of appointment i.e. from 23rd August, 2018. Notice under section 160 of the Companies Act has been received from a Shareholder proposing the name of Mr. Mukesh Sarswat to be appointed as an Independent Director on the Board. He has given declaration of independence and other requisite letters and forms for his appointment as per applicable provisions. No Director, Key Managerial Personnel and their relatives other than Mr. Mukesh Sarswat are concerned or interested in the resolution proposing his appointment as an Independent Director on the Board of the Company;

Brief particulars of the director being appointed are given in the above notes.

The Board recommends Mr. Mukesh Sarswat appointment on the Board as an Independent Director for a term of 5 (five) consecutive years.

Item No. 5

The Articles of Association of the Company as currently in force is as per The Companies Act, 1956. With the introduction of the Companies Act, 2013 and substantial changes being made in other rules and regulations it is proposed to amend the existing Articles of Association to align it with the current provisions. A copy of proposed new articles is attached with this notice and is also available at the website of the company and at the registered office of the company.

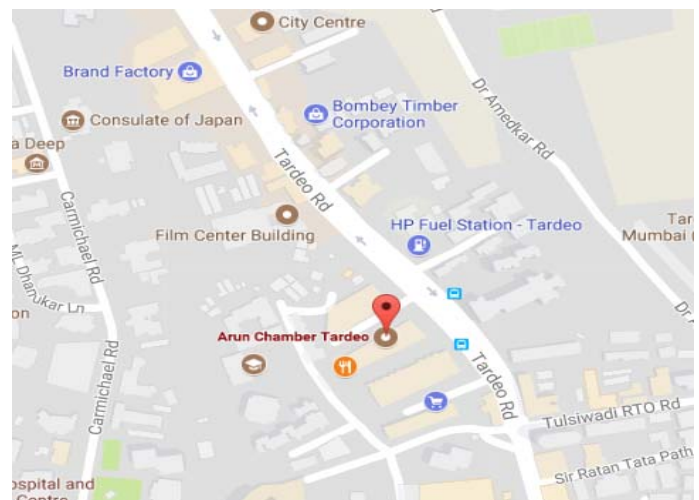
The board of directors, barring the provisions about themselves in the proposed articles, are not concerned and interested in the proposed resolution.

By Order of the Board

Mumbai, 23rd August, 2018

Priyanka Kakhani
Company Secretary

ROUTE MAP OF THE VENUE OF THE ANNUAL GENERAL MEETING



SITA ENTERPRISES LIMITED

DIRECTORS' REPORT

To The Members:

Your Directors have pleasure in submitting the Thirty-Fifth Annual Report of the Company together with the audited Annual Accounts showing the financial position of the Company for the year ended on 31st March 2018 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: 2018-2019.
- 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	44.15
Gross Operating Profit	27.57
Provision for Taxation	4.50
PROFIT AFTER TAX	23.07

Dividend and Transfer to Reserves:

Your Directors do not recommend any dividend for the year ended on 31st March 2018. 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 himself for re-appointment as director.

During the year six board meetings were convened and held.

The Independent Directors of the company 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. Maheshwari Maheshwari & Co. were appointed in the AGM of 2017 as statutory auditors of the company for a period of five years i.e. till the AGM to be held in 2022. As per amendments in The Companies Act, 2013 now their appointment shall not require ratification by shareholders each year.

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. (SOBEX). It is proposed to convert SOBEX into a Limited Liability Partnership. Detail about these associates are given in consolidated accounts.

Adoption of a new set of Articles of Association of the Company:

The company should adopt new Articles of Association as per Companies Act, 2013. The approval of the share holders shall be obtained at the forthcoming annual general meeting of the company for the change.

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 2017-18 is set out in the Annexure to this Report.

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

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

On behalf of the Board

Mumbai, 18th May, 2018

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.

(i) The Ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2017-18 –

Not Applicable – Please see note 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 2017-18. Mr.V.K.Vora – Chief Financial Officer (increase) 20.51% and Mrs.Shweta Mehta – Company Secretary (increase) 131% (as compared with previous period remuneration for part period paid to another person

(iii) The percentage increase / decrease in the median remuneration of employees in the financial year 2017-18 (decrease) 7.7%

(iv) The number of permanent employees on the rolls of Company – Four.

(v) The explanation on the relationship between average increase / decrease in remuneration and Company performance Profit before tax decreased by 50.48%. The overall decrease in remuneration was 8%.

(vi) Comparison of the remuneration of the Key managerial Personnel against the performance of the Company.

Not Applicable – Please see note 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 31-03-2017 Rs. 578 Lacs and on 31-03-2018 Rs. 531 Lacs. EPS – as on 31-03-2017 Rs.1.52 and as on 31-03-2018 Rs.0.77. 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 31-03-2018 was Rs. 17.70 representing an decrease in 8.75%.

(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 below.

(ix) The comparison of the each remuneration of Key Managerial Personnel against the performance of the Company during the Financial Year 2017-18 is as under:

The amount paid to key managerial personnel during the year was 7.74% of total gross revenue and 14.81% of profit after tax.

(x) The key parameters for any variable component of remuneration availed by the Directors.

Not Applicable – Please see note 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 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 Below.

NOTES

Apart from sitting fees of Rs. 30,000/- paid to independent directors no remuneration was paid to directors.

Payments to Key Managerial Personnel (KMP) – Rs. 95,000/- to Company Secretary and Rs. 2,46,667/- to CFO. The company had to maintain the minimum number of employees for day to day affairs and these remuneration are very much in line with the basic needs. Clause no. i, vi, viii, x, xi, xii are not applicable / relevant / material.

There are no employees in the company covered by provisions of section 197(12) of the Companies Act, 2013 read with rule 5 (2) 7 5 (3) of the companies (Appointment and remuneration of managerial personnel) Rules, 2014 for which particulars required to be furnished.

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

iv)	Shareholding Pattern of top ten Shareholders (other than Directors, Promoters & Holders of GDRs & ADRs)							
Sr. No.	Shareholders' Name	Share holding at the beginning (01/04/2017)/ end (31/03/2018) of the year		Date	Increase/ Decrease in shareholding	Reason	Cumulative Share-holding during the year (01/04/17 to 31/03/18)	
		No. of Shares	% of total shares of the company				No. of Shares	% of total shares of the company
1	M SINGH	75000	2.50000	1 Apr 2017	0			
		75000	2.50000	31 Mar 2018			75000	2.5
2	CHARM FISCAL COMPANY PVT.LTD.	52900	1.7633	1 Apr 2017	0			
		52900	1.7633	31 Mar 2018			52900	1.7633
3	VSL SECURITIES PRIVATE LIMITED	28590	0.9530	1 Apr 2017	0			
				7 April 2017	-4000		24590	0.8197
				14 April 2017	-4000		20590	0.6863
				02 June 2017	-20590		0	0
		0	0	31 March 2018				
4	MANMOHAN R. PRAHALADKA	8865	0.2955	1 Apr 2017	0			
				01 Sep 2017	+10000	T	18865	0.6288
		18865	0	31 Mar 2018			18865	0.6288
5	AMIT HUKMICHAND HEDA	0	0	1 Apr 2017	0		0	0.00
				5 May 2017	15000	T	15000	0.5
		15000	0.5	31 Mar 2018	15000		15000	0.5
6	RAJ KUMAR LOHIA	27191	0.9064	1 Apr 2017	0			
				21 April 2017	-27191	T	0	0.00
		0	0	31 Mar 2018				
7	SUMAN DEVI BAGARIA	52350	1.7450	1 Apr 2017	0			
		52350	1.7450	31 Mar 2018			52350	1.7450
8	MUKESH KUMAR BAGERIA	17390	0.5797	1 Apr 2017	0			
		17390	0.5797	31 Mar 2018			17390	0.5797
9	DEEPAK HARLALKA	23501	0.8500	1 Apr 2017	0		0	0
				14 Apr 2017	-1	T	23500	0.8500
		25500	0.8500	31 Mar 2018			25500	0.8500
10	INDRA GAGGAR	10908	0.3636	1 Apr 2017	0		0	0.00
				21 Apr. 2017	-10000	T	0	0.0303
				9 June 2017	-908	T	0	0.00
		0	0	31 Mar 2018				
11	RAJ KR LOHIA	21733	0.7244	1 Apr 2017	0			
				21 Apr 2017	-10000	T	11733	0.3911
		11733	0.3911	31 March 2018			11733	0.3911
12	PUSHPA VYAS	17655	0.5885	1 Apr 2017	0			
				21 Apr 2017	-17655	T	0	0.00
				02 Feb 2018	3651	T	3651	0.1217
		3651	0.1217	31 March 2018			3651	0.1217
13	LAXMINARAYAN MISHRILAL SARDA	0	0.00	1 Apr 2017	0			
				12 May 2017	+300	T	300	0.01
				19 May 2017	+200	T	500	0.0167
				09 June 2017	+308	T	808	0.0269
				16 June 2017	+4225	T	5033	0.1678
				23 June 2017	+351	T	5384	0.1795
				14 July 2017	+500	T	5884	0.1961
				13 Oct 2017	+4000	T	9844	0.3295
				20 Oct 2017	+1000	T	10884	0.3628
		10884	0.3628	31 March 2018			10884	0.3628

*T - Transfer

v)	Shareholding of Directors and Key Managerial Personnel (KMP)							
Sr. No.	Shareholders' Name	Share holding at the beginning of the year (01/04/2017)		Date	Increase/ Decrease in shareholding	Reason	Cumulative Share-holding during the year (01/04/17 to 31/03/18)	
		No. of Shares	% of total shares of the company				No. of Shares	% of total shares of the company
A	Directors							
1	ASHOK TULSYAN	130500	4.35	1 Apr 2017	-			
		130500	4.35	31 Mar 2018			130500	4.35
2	SANJU TULSYAN	63900	2.13	1 Apr 2017	-			
		63900	2.13	31 Mar 2018			63900	2.13
3	K K AGRAWAL	1000	0.03	1 Apr 2017	-			
		1000	0.03	31 Mar 2018			1000	0.03
B	Key Managerial Personnel (KMP)- Nil Shareholding							

V	INDEBTEDNESS
	The Company had no indebtedness with respect to secured or unsecured Loans or Deposits during the financial year 2017-18.
VI	REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL
	Whole Time Director – NIL, Independent Directors - sitting fees paid Mr. Sandeep Rathi - Rs.15,000/- and Mr. K.K Agrawal - Rs. 15000/- Key managerial Personnel – Paid to Company Secretary - Mrs. Shweta Mehta - Rs. 95,000/- and to CFO - Mr. V K Vora - Rs. 2,46,667/-
VII	PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES - NIL