

# SITA

ENTERPRISES LTD.

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Report  
and  
Accounts  
2019

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## **SITA ENTERPRISES LIMITED**

### **BOARD OF DIRECTORS**

Mr.A.Tulsyan, Whole Time Director  
Mr. Mukesh Sarswat,Independent Director  
Mr.Sandeep S. Rathi, Independent Director  
Smt.S.Tulsyan  
Smt.Sneha 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  
FAX : 022 - 66627384  
EMAIL - info@sitaenterprisesltd.com  
WEB - www.sitaenterprises.com

# SITA ENTERPRISES LIMITED

## NOTICE

Notice is hereby given that the Thirty Sixth Annual General Meeting of the members of Sita Enterprises Ltd. will be held on Friday the 27<sup>th</sup> September, 2019 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 31-3-2019 together with the Reports of the Directors and Auditors thereon.
2. To appoint a director in place of Mr. Ashok Tulsyan (Director Identification Number : 00353156) who retires from office by rotation and being eligible offers herself 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 and 142 of the Companies Act, 2013 and other applicable provisions Patel Shah & Joshi, Chartered Accountants (Firm Registration No. 107768W) be and are hereby appointed as the Auditors of the Company to hold office for a term of five consecutive years commencing from the conclusion of the 36th Annual General Meeting till the conclusion of 41<sup>st</sup> Annual General Meeting of the Company to be held in year 2024 at such remuneration as may be mutually agreed between the Directors of the Company and the Auditors in place of M/s. Maheshwari Maheshwari & Co. Chartered Accountants (Firm Registration No. 105838W).

By Order of the Board

Mumbai, 14<sup>th</sup> August, 2019

Priyanka Kakhani  
Company Secretary

### NOTES:

1. 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.
2. Register of Members and Share Transfer Register of the Company will be closed from 21<sup>st</sup> September, to 27<sup>th</sup> September, 2019 (both days inclusive).
3. The Notice of AGM along with the Annual Report 2018-19 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.
4. Relevant documents and registers will be available for inspection by the members at the Annual General Meeting.
5. 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.
6. 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.

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. As per Securities and Exchange Board of India (SEBI) circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018 letters were sent to those shareholders, holding shares in physical form, who have not submitted their PAN and bank details 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.
  9. Maheshwari Maheshwari & Co., Chartered Accountants, auditors of the company have expressed their desire to be relieved as auditors of the company with effect from the conclusion of the ensuing Annual General Meeting due to their pre occupation and engagement in other activities as per their resignation letter. The company has received a letter from a member proposing for appointment of Patel Shah & Joshi, Chartered Accountants having their office at 501-503 Sheel Chambers, 10 Cawasji Patel Street, Fort, Mumbai - 400001 as auditors of the company in place of existing auditors. The proposed auditors have given a letter dated 14-08-2019 for their consent and eligibility for appointment as auditor of the company. The audit committee has recommended their appointment as auditors. The resignation letter of existing auditors and consent letter and profile of proposed auditors are available for inspection by the members on all working days during business hours at the registered office of the company.
  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 20<sup>th</sup> September, 2019. 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 20<sup>th</sup> September, 2019 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 24<sup>th</sup> day of September, 2019 and will end at 5.00 p.m. on Thursday, the 26<sup>th</sup> day of September, 2019. The remote e-voting module shall be disabled by NSDL at 5.00 p.m. on 26<sup>th</sup> day of September, 2019. 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. 20<sup>th</sup> September, 2019, may obtain the login ID and password by sending an email to [info@sitaenterprises.com](mailto:info@sitaenterprises.com) or [evoting@nsdl.co.in](mailto: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](http://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](mailto:vkmassociates@yahoo.com) with a copy marked to [evoting@nsdl.co.in](mailto: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 24<sup>th</sup> September, 2019 and ends at 5:00 P.M. on 26<sup>th</sup> September, 2019. 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](http://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](http://www.evoting.nsdl.com).

12. The Board of Directors have appointed Mr. A. Tulsyan, Whole Time Director, Ms. Priyanka Kakhani, Company Secretary and Mr. V. K. Vora, CFO as the persons 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 Toll Free on 1800-222-990 or e-mail at [info@sitaenterprises.com](mailto:info@sitaenterprises.com) or NSDL to Mr. Pratik Bhatt 022-2499 4738, [PratikB@nsdl.co.in](mailto:PratikB@nsdl.co.in)

13. 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](http://www.sitaenterprises.com), NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and Stock Exchanges, at [www.bseindia.com](http://www.bseindia.com).

**14. 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 - 6,  
Category – Whole Time Director (Spouse of Mrs. Sanju Tulsyan and father of Mrs. Sneha Tulsyan - Promoter Directors in the Company). Other Public Company in which Directorship held - Goyal Housing and Finance Ltd. Member of the Committees of other Companies – Nil. Remuneration Drawn – Nil.

By Order of the Board

Mumbai, 14<sup>th</sup> August, 2019

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-Sixth 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 2019.

#### 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: 2019-2020.

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	31.44
Gross Operating Profit	15.62
Provision for Taxation	2.82
PROFIT AFTER TAX	12.80

#### Dividend and Transfer to Reserves:

Your Directors do not recommend any dividend for the year ended on 31<sup>st</sup> March 2019. 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. Ashok Tulsyan retires from the Board by rotation and being eligible offers himself for re-appointment as director. During the year Mr. Mukesh Sarswat was appointed as an Independent Director and Mr. K K Agarwal another Independent Director retired during the year due to his pursuing other career. At the Annual General Meeting of the company held in 2018 Ms. Sneha A. Tulsyan was appointed as a director and appointment of Mr. Mukesh Sarswat as an independent director was ratified.

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

## SITA ENTERPRISES LIMITED

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.

### **NBFC Activities**

The company is a Non-Systemically Important Non-Deposit taking Non Banking Finance Company registered with Reserve Bank Of India Act, 1934 and is following the guideline and direction issued by RBI for such companies. The company is engaged mainly in investments in Shares, Securities, Venture Capital Fund and Properties. The company has also deployed funds in loans and advances.

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

The Company being a non banking finance company registered with Reserve bank of India 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. Mukesh Sarswat 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. are the statutory auditors of the company. There are no qualifications, reservations or adverse remarks or disclaimers made by Statutory Auditors in their Report on the financial statements for the period.

### **Secretarial Auditors**

M/s. VKM & Associates are the Secretarial auditors of the company. They have given their Secretarial Audit Report in form MR3 for the period. There are no qualifications, reservations or adverse remarks or disclaimers made by them in their Report.

### **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.