



**Shree Tulsi  
Online.Com Limited**

CIN NO.: L99999WB1982PLC035576

28<sup>th</sup> August, 2019

To,  
The Secretary,  
The Calcutta Stock Exchange Limited  
7, Lyons Range,  
Kolkata – 700 001

To,  
Dy. General Manager,  
Corporate Relationship Department,  
BSE Limited,  
P. J. Tower,  
Mumbai – 400 001

**Sub: Submission of 37<sup>th</sup> Annual Report of Shree Tulsi Online.Com Limited for the Financial Year ended 2018-2019**

Dear Sir,

We wish to inform you that the 37<sup>th</sup> AGM of the Company to be held on Monday, 23<sup>rd</sup> September, 2019 at 10.30 a.m. at O2, VIP Hotel, VIP Road, Kaikhali, Kolkata-700052.

In terms of Regulation 30 & 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, we submit herewith a copy of Annual Report for the financial year 2018-19. The same will be available on the website of the Company.

Please acknowledge the receipt of the same and take on record.

Yours faithfully,

For Shree Tulsi Online.Com Limited

Vinod Kumar Bothra  
(Whole-Time Director)  
(DIN: 00780848)

Encl.: As above.

CC:

To,  
Listing Department,  
Metropolitan Stock Exchange of India Ltd. (MSEI)  
Vibgyor Towers, 4th floor,  
Plot No C 62, G - Block,  
Bandra Kurla Complex,  
Bandra(E), Mumbai – 400 098





Shree Tulsi  
Online.Com Limited

CIN: L99999WB1982PLC035576



**37<sup>TH</sup> ANNUAL REPORT 2018 -19**

## **CORPORATE INFORMATION**

<b>CIN</b>	<b>: L99999WB1982PLC035576</b>
<b>Board of Directors</b>	<b>: Mr. Vinod Kumar Bothra      Whole Time Director Mr. Abhishek Kumar Jain      Non-Executive Director Mr. Jyotiraaditya Singha      Non-Executive Independent Director (Resigned w.e.f. 13/12/2018) Mrs. Sunita Hanuman Singhi      Non-Executive Independent Director Mr. Sanjoy Kumar Singh      Non-Executive Independent Director (Appointed w.e.f. 13/12/2018)</b>
<b>Company Secretary Cum Compliance Officer</b>	<b>: Mr. Sashi Sekhor Chowdhury</b>
<b>Chief Financial Officer</b>	<b>: Mr. Biresh Kumar Thaker</b>
<b>Registered Office</b>	<b>: 4, N. S. Road, 1<sup>st</sup> Floor, Kolkata-700001 Tel:+91-033-22624717, Email: <a href="mailto:investors@shreetulsionline.com">investors@shreetulsionline.com</a> Website: <a href="http://www.shreetulsionline.com">www.shreetulsionline.com</a></b>
<b>Statutory Auditors</b>	<b>: M/s. KSA &amp; Co. Chartered Accountants, Delhi</b>
<b>Secretarial Auditors</b>	<b>: M/s. Veenit Pal &amp; Associates, Company Secretaries, Kolkata</b>
<b>Internal Auditors</b>	<b>: M/s. Jain N. K. &amp; Co. Chartered Accountants</b>
<b>Bankers</b>	<b>: HDFC Limited &amp; Yes Bank Limited</b>
<b>Registrar &amp; Transfer Agent</b>	<b>: M/s. Adroit Corporate Services Private Limited, 19/20, Jafferbhoy Industrial Estate, 1st Floor, Makwana Road, Marol Naka, Andheri (E), Mumbai-400059 Phone: (022) 42270400, 28596060 Fax: (022) 28503748 Email: <a href="mailto:info@adroitcorporate.com">info@adroitcorporate.com</a> Website: <a href="http://www.adroitcorporate.com">www.adroitcorporate.com</a></b>

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**NOTICE**

**NOTICE** is hereby given that the 37th (Thirty Seventh) Annual General Meeting of Shree Tulsi Online.Com Limited will be held on 23<sup>rd</sup> day of September, 2019, Monday, at 10:30 a.m. at O2, VIP Hotel, VIP Road, Kaikhali, Kolkata-700052 to transact the following business:

**Ordinary Business:-**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2019, together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Abhishek Kumar Jain (DIN: 00054582), a Non-Executive Director who retires by rotation in terms of Section 152 Companies Act, 2013 and being eligible has offered himself for re-appointment.
3. Re-appointment of Auditors and fixing their Remuneration;

**“RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and pursuant to the recommendations of the Audit Committee and the Board of Directors, M/s. KSA & Co. (Firm Registration No.: 003822C), retiring auditor of the Company be and are hereby re-appointed as the Statutory Auditors of the Company for a period of four year, to hold the office from the conclusion of this 37<sup>th</sup> Annual General Meeting (AGM) until the conclusion of 41<sup>st</sup> Annual General Meeting (AGM) subject to approval of the members. The remuneration to M/s. KSA & Co. (Firm Registration No.: 003822C), the Auditors of the Company till the conclusion of 41<sup>st</sup> AGM is fixed at Rs.65,000 (Rupees sixty five thousand only) per year plus reimbursement of out of pocket expenses and applicable taxes and other certification. Further, in case of any change in remuneration, approval of the members will be obtained by the Company.”

**Special Business:-**

4. Appointment of Mr. Sanjoy Kumar Singh (DIN 07684128), as an Independent Director for a term of 5 (five) consecutive years, in terms of Section 149 of the Companies Act, 2013

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 and any other applicable provisions of the Companies Act, 2013, , if any ,read with rules made there under along with Schedule IV of the Companies Act,2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Listing Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, Mr. Sanjoy Kumar Singh (DIN 07684128), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 13.12.2018, in terms of Section 161 of the Companies Act, 2013 whose term of office expires at the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act,2013 proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (Five) consecutive year for the period from 13.12.2018 to 12.12.2023.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**By Order of the Board**  
**For Shree Tulsi Online.Com Limited**

**Vinod Kumar Bothra**  
**(Whole-Time Director)**  
**(DIN: 00780848)**

**Place:** Kolkata  
**Date:** 14<sup>th</sup> Day of August 2019

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**NOTES**

1. A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint one or more proxies to attend and vote on a poll instead of himself/ herself and such 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 hours before the commencement of AGM. The Instrument of Proxy in Form MGT 11 to be used in this AGM is enclosed.

Pursuant to Section 105 of the Companies Act, 2013 read with clause 6 & 7 of the Secretarial Standard- 2, issued by the Institute of Company Secretaries of India, a person can act as proxy on behalf of Members not exceeding Fifty (50) and holding in the aggregate not more than 10% (Ten) of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% (Ten) 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. Corporate Members/ Societies intending to send their authorized representatives to attend the AGM are requested to send to the Company a duly certified copy of the Board of Directors / Governing Board Resolution together with the specimen signature(s) for authorizing their representative(s) to attend and vote on their behalf at the AGM.
3. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
4. Pursuant to the provision of Section 91 of the Companies Act, 2013 the Register of Members and Share Transfer Books shall remain closed from 17/09/2019 to 23/09/2019(both days inclusive).
5. Members who are holding shares in identical order of names in more than one Folio in physical form are requested to write to the Company / the Registrars to consolidate their holdings in one Folio.
6. Members/ Proxies/ Authorised Representatives are requested to bring to the Meeting necessary details of their shareholding, attendance slip(s) and copy(ies) of their Annual Report. In case of joint holders attending the Meeting jointly, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
7. Members holding shares in dematerialized mode are requested to intimate changes with respect to the Bank details, mandate, nomination, power of Attorney, change of address, change in name etc. to their Depository Participants (DP) with whom they are maintaining their demat accounts. Members holding shares in physical mode are requested to kindly notify immediately change, if any, in their address to the Company or its Registrars and Transfer Agents. These changes will be automatically reflected in company's records, which will help the company to provide efficient and better service to the members.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number ('PAN') by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN details to their respective Depository Participants. Members holding shares in physical form are requested to submit their PAN details to the Company or its Registrars and Transfer Agents, M/s. Adroit Corporate Service Private Limited, 19-20, Jafferbhoy Industrial Area Estate, 1<sup>st</sup> Floor, Makwana Road, Marol Naka, Andheri (E), Mumbai-400059, (022) 42270400, 28596060, Fax: (022) 28503748, Email: info@adroitcorporate.com, Website: www.adroitcorporate.com.

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9. The Equity Shares of the Company are compulsorily required to be held under DEMAT mode for trading on the Stock Exchanges, where such Equity Shares are listed. These can be held in electronic form with any Depository Participant (DP) with whom the members have their Depository Account. All the Members, holding Equity Shares of the Company in the physical form, are advised to get the same dematerialized. The Members may contact the Registrars and Share Transfer Agents of the Company at their address mentioned above in case of any query difficulty in the matter or at the Registered Office of the Company.
10. SEBI has decided that securities of listed companies can be transferred only in dematerialized form from a cut-off date, to be notified. In view of the above and to avail various benefits of dematerialization, members are advised to dematerialize shares held by them in physical form.
11. The relative Statement pursuant to Section 102 of the Companies Act, 2013 with respect to the Special Business set out in item no. 3 and 4 is annexed thereto. All documents referred to in the Notice and explanatory statements are open for inspection at the registered office of the Company on all working days, except Sunday during the business hours up to the date of the Annual General Meeting.
12. Profile(s) of the Director(s) seeking appointment / re-appointment, as required by Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and clause 1.2.5 of Secretarial Standards – 2 on General Meeting is annexed to this Notice.
13. Pursuant to Section 101 and 136 of the Act, read with Rule 11 of the Companies (Accounts) Rules, 2014, Electronic copy of the Annual Report for the Financial year 2018-19 inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members who hold shares in dematerialized mode and whose e-mail IDs are registered with their respective DPs, unless any Member has requested for a physical copy of the same. For those members who have not registered their e-mail address, physical copies of the said Annual Report is being sent in the permitted mode.
14. A person who is not a member as on cut-off date should treat this Notice for information purpose only.
15. To promote green initiative, members are requested to register their e-mail addresses through their Depository Participants for sending the future communications by e-mail. Members holding the shares in physical form may register their e-mail addresses through the RTA, giving reference of their Folio Number.
16. The Annual Report for F.Y. 2018-19 of the Company circulated to the Members of the Company, shall be made available on the Company's website at [www.shreetulsionline.com](http://www.shreetulsionline.com).
17. Members who wish to obtain information concerning the Annual Report of the Company may send their queries at least 7 days before the date of Meeting, to the Company Secretary, at the registered office of the Company.
18. Pursuant to Section 72 of the Companies Act, 2013, Shareholders holding shares in physical form may file nomination in the prescribed form SH-13 with the Company's Registrar and Share Transfer Agents. In respect of shares held in Demat/ Electronic form, the nomination form may be filed with the respective Depository Participant.
19. The Members are requested to contact the Company's Registrars and Share Transfer Agents, Adroit Corporate Service Private Limited, Mumbai, for all their queries, transfer requests, or any other matter relating to their shareholding in the Company and quote their Registered Folio Numbers/ Client ID Nos. in all correspondences with the Company / with the Registrars.

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20. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the Members at the Annual General Meeting.
21. Attendance slip, proxy form and the route map of the venue of the Meeting is annexed hereto.
22. **Voting through electronic means:**

A remote e-voting facility is provided in terms of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is offering e-voting facility to its Members in respect of the business to be transacted at the Annual General Meeting (AGM) scheduled to be held on 23rd day of September, 2019, Monday, at 10:30 a.m. with request to follow the instructions for voting electronically as under:-

Any person, who acquires shares of the Company and becomes a shareholder of the Company after dispatch of the Notice of AGM and holds shares as of the cut-off date i.e. September 16th, 2019, may obtain the login ID and password by sending a request at [investors@shreetulsionline.com](mailto:investors@shreetulsionline.com).

The voting rights of shareholders shall be in proportion to their shares of the paid up equity shares capital of the Company.

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

- (i) The e-voting period begins on Thursday, September 19th, 2019 (09.00 A.M.) and ends on Sunday, September 22nd, 2019 (05.00 P.M.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e. September 16th, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
- a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any Company, then your existing password is to be used.



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(viii) If you are a first time user follow the steps given below:

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

(ix) After entering these details appropriately, click on "SUBMIT" tab.

(x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for Resolutions of any other Company on which they are eligible to vote, provide that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(xi) For Members holding shares in physical form, the details can be used only for e-voting on the Resolutions contained in this Notice.

(xii) Click on the EVSN for the <SHREE TULSI ONLINE.COM LIMITED> on which you choose to vote.

(xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option Yes implies that you assent to the Resolution and option No implies that you dissent to Resolution.

(xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xv) After selecting the Resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xvi) Once you "CONFIRM" your vote on the Resolution, you will not be allowed to modify your vote.

(xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xviii) If a Demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

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(xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xx) Note for Non-Individuals Shareholders and Custodians

- Non-Individuals Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account (s) for which they wish to vote on.
- The list of accounts linked in the login should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

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

**23. In case of Members receiving the physical copy:**

Please follow all steps from sl. no. (i) to sl. no. (xxi) above to cast vote.

**24. For members who wish to vote using ballot form:**

In addition to the remote e-voting facility as described above, the Company shall make a voting facility available at the venue of the Annual General Meeting, through polling paper as provided in Section 107 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Members attending the meeting who have not already cast their votes by remote e-voting shall be able to exercise their right at the meeting.

Members who have cast their votes by remote e-voting prior to the meeting may attend the meeting, but shall not be entitled to cast their vote again.

**25. General Instructions:**

The Board of Director has appointed M/s. Bhutoria & Associates (Firm Registration No. 329621E), Prop. Mr. Rahul Bhutoria, Practicing Chartered Accountants, (Membership No. 304193) has been appointed as the Scrutinizer to the e-voting process, (including voting through Ballot forms received from Members) and remote e-voting process in a fair and transparent manner.

The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, 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 three days of the conclusion of the AGM, a Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or to a person authorised by the Chairman in writing, who shall countersign the same and declare the result of the voting forthwith.

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The result declared along with the Scrutinizer Report shall be placed on the Company website [www.shreetulsionline.com](http://www.shreetulsionline.com) and on the website of CDSL immediately after the declaration of result by the Chairman or by a person duly authorized by him in writing. The results shall also be forwarded to The Calcutta Stock Exchange Ltd, BSE Limited and MSEI Limited where the equity shares of the Company are listed or are traded under permitted category.

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**By Order of the Board**  
**For Shree Tulsi Online.Com Limited**

**Vinod Kumar Bothra**  
**(Whole-Time Director)**  
**(DIN: 00780848)**

**Place:** Kolkata  
**Date:** 14<sup>th</sup> Day of August 2019

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**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

As required by Section 102 of the Companies Act, 2013 (Act), the following Statement sets out all material facts relating to the business mentioned under Item No. 3 and 4 of the accompanying Notice:

**Item No. 3:**

The Statutory Auditors of the Company, viz. M/s. KSA & Co., Chartered Accountants, were appointed as Statutory Auditors at the 36<sup>th</sup> Annual General Meeting ('AGM') of the Company held on 24th September, 2018 for the year 2017-18 for a period of one year, to hold office till the conclusion of 37<sup>th</sup> AGM. The tenure of M/s. KSA & Co., Chartered Accountants, as Statutory Auditors of the Company shall expire at the conclusion of 37<sup>th</sup> AGM in terms of Section 139 of the Companies Act, 2013 ('the Act') read with the Companies (Audit and Auditors) Rules, 2014.

Accordingly, the Board of Directors of the Company ('the Board'), at their Meeting held on August 14th, 2019, on the recommendation of the Audit Committee ('the Committee'), recommended for the approval of the Members, the re-appointment of M/s. KSA & Co. (Firm Registration No.: 003822C), as the Statutory Auditors of the Company for a period of four years from the conclusion of this 37<sup>th</sup> Annual General Meeting (AGM) until the conclusion of 41<sup>st</sup> Annual General Meeting (AGM). On the recommendation of the Audit Committee, the Board of Directors approved the appointment of M/s. KSA & Co. (Firm Registration No.: 003822C), at a Rs.65,000 (Rupees sixty five thousand only) per year plus reimbursement of out of pocket expenses and applicable taxes and other certification as set out in the Ordinary Resolution for the aforesaid services to be rendered by them. Further, in case of any change in remuneration, approval of the members will be obtained by the Company.

KSA & Co. is a firm of Chartered Accountants engaged in the public accounting in India with over 32 years of experience. The firm was established in 1987 and now has its presence in New Delhi, Mumbai, Gurgaon, Surat, Bhubaneshwar and Kolkata. KSA & Co. has well maintained offices equipped with modern infrastructure. They are distinguished providers of financial advisory services.

The firm represents a coalition of specialized skills that is geared to offer sound financial solutions and advice. The organization is a congregation of professionally qualified and experienced persons, who are committed to add value and optimize the benefits accruing to clients.

Statutory Auditor have given their consent to act as the Auditors of the Company and have confirmed that the said appointment, if made, will be in accordance with the provisions prescribed under Sections 139 and 141 of the Act.

None of the Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Resolution.

The Board recommends this Resolution set out at item no. 3 of this Notice for approval of the members of the Company by way of Ordinary Resolution.

**Item No. 4:**

Mr. Sanjoy Kumar Singh (DIN 07684128) was appointed as an Additional Director of the Company with effect from 13/12/2018 In accordance with the provisions of Section 161 of the Companies Act, 2013, Mr. Sanjoy Kumar Singh shall hold office up to the date of the forthcoming Annual General Meeting .The Company has received a notice in writing from a member along with the requisite deposit as required under Section 160 of the Companies Act, 2013, proposing the candidature of Mr. Sanjoy Kumar Singh for the office of Non-Executive Independent Director of the Company.

In the opinion of the Board, Mr. Sanjoy Kumar Singh fulfills the conditions as specified in the Listing Regulation 36 of the of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and section 149 of the Companies Act, 2013 and rules made there under for his appointment as an Independent Director of the Company. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Sanjoy Kumar Singh as an Independent Director.

Accordingly, the Board recommends the resolution in relation to his appointment as an Independent Director.

The Board commends the Resolutions at item No. 4 for approval of members.

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Except Mr. Sanjoy Kumar Singh, being an appointee, none of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financial or otherwise in the Resolution set out at Item no. 4.

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**By Order of the Board**  
**For Shree Tulsi Online.Com Limited**

**Vinod Kumar Bothra**  
**(Whole-Time Director)**  
**(DIN: 00780848)**

**Place:** Kolkata

**Date:** 14<sup>th</sup> Day of August 2019

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**DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING (Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standards on General Meetings notified on April 23, 2015)**

<b>Name of the Director</b>	<b>Mr. Abhishek Kumar Jain</b>	<b>Mr. Sanjoy Kumar Singh</b>
<b>Date of Birth</b>	25/11/1978	13/12/1985
<b>DIN</b>	00054582	07684128
<b>Date of Appointment / Re-appointment in the Current Designation</b>	10/02/2000	13/12/2018
<b>Qualifications</b>	Graduate	Graduate
<b>Expertise in specific functional areas and years</b>	He is having wide experience in the field of Accounts, Finance and Taxation etc.	He is having wide experience in the field of Accounts and Finance.
<b>List of Other Directorship held</b>	T. Spiritual lifestyle limited (U85199WB2006PLC108028)	Likhmi Consulting Limited (L45209WB1982PLC034804) Sarvada Enterprises Limited (U51909DL1985PLC021359)
<b>Chairman/ Member of the Audit Committee of the Board of Directors of the other Companies in which he/she is a Director</b>	NIL	Member in Audit Committee of Likhmi Consulting Limited
<b>Chairman/Member of the Stakeholders Relationship Committee of the Board of Directors of the other Companies in which he/she is a Director</b>	NIL	Member in Stakeholders Relationship Committee of Likhmi Consulting Limited
<b>Shareholding in the Company</b>	28516	NIL
<b>Disclosure of relationships between Directors inter-se;</b>	NIL	NIL
<b>No of Board Meeting Attended during the Financial year</b>	5	1
<b>Terms &amp; Conditions of Appointment</b>	As per the resolution at Item No. 2 of the Notice convening this Meeting.	As per the resolution at Item No. 4 of the Notice convening this Meeting, read along with the Explanatory statement as required under section 102 of the Companies Act, 2013.

**By Order of the Board  
For Shree Tulsi Online.Com Limited**

**Vinod Kumar Bothra  
(Whole-Time Director)  
(DIN: 00780848)**

**Place:** Kolkata  
**Date:** 14<sup>th</sup> Day of August 2019

**ANNUAL REPORT 2018-2019**

**SHREE TULSI ONLINE.COM LIMITED**  
**L99999WB1982PLC035576**

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**DIRECTOR'S REPORT**

Dear Members,

The Board of Directors have the pleasure in presenting the Companies 37<sup>th</sup> Annual Report together with the Audited Financial Statements for the financial year ended 31<sup>st</sup> March, 2019 along with the Auditor's Report thereon.

The financial result of the company for the financial year 2018-19 as compared with the previous year are as follow:

**Financial Results: -**

Particulars	(Amt in ₹)	
	31 <sup>st</sup> March, 2019	31 <sup>st</sup> March, 2018
Income	6,90,942	43,71,212
Less: Expenses	90,79,109	43,10,107
<b>Profit before Taxation</b>	<b>(5,98,22,615)</b>	<b>61,105</b>
Less: Taxation	2,49,828	35,008
<b>Profit after Taxation</b>	<b>(6,00,72,443)</b>	<b>26,097</b>

**Performance: -**

The Total Income for the financial year under review is ₹ 6,90,942/- against ₹ 43,71,212/- in previous year. The Net Loss after taxation marked by the company during the year under review was ₹ 6,00,72,443/- as compared to profit of ₹ 26,097/- during the previous year.

**Operation: -**

The Company has been continuously focusing on its existing line of business to improve its profitability in near future.

**Dividend: -**

Your Company intends to conserve available resources to invest in the growth of the business and pursue strategic growth opportunities. Accordingly, your Directors do not recommend any dividend for the year.

**Transfer to Reserve: -**

There has been no transfer to Reserves during the Financial Year 2018-19.

**Change in the nature of business: -**

There is no change in the nature of business of the Company during the year under review.

**Public Deposits: -**

The Company has neither accepted or renewed any amount falling within the purview of provisions of section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposit) Rules, 2014 during the year under review. Hence, the requirement for furnishing of details of deposits is not applicable.

**SHREE TULSI ONLINE.COM LIMITED**  
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**Compliance with the Indian Accounting Standards: -**

As mandated by the Ministry of Corporate Affairs, the financial statements for the year ended on March 31, 2019 has been prepared in accordance with the Indian Accounting Standards (IND AS) notified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014.

**Directors and Key Management Personnel (KMP):-**

As on March 31, 2019, the Board of Directors of your Company comprised of Four (4) Directors one of whom is the Whole Time Director and one is Non-Executive Director. The remaining two (2) directors are Non-Executive and Independent directors.

The composition of the Board is in consonance with Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and in accordance with the applicable provisions of Companies Act, 2013.

- Mr. Sanjoy Kumar Singh has been appointed as an Additional Director w.e.f. 13/12/2018 and being act as Independent Directors. Further, your Board has proposed to appoint Mr. Sanjoy Kumar Singh as Non-executive Independent Director for consecutive 5 (Five) years for the period from 13/12/2018 to 12/12/2023 and in terms Listing Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and 149 of the Companies Act, 2013. The resolutions seeking approval of members on item No. 3 of notice for convening the Annual General Meeting along with the requisite disclosures/explanatory statement are included.
- During the year Mr. Jyotiraaditya Singha, Non-executive and Independent Director has tendered his resignation letter dated 03/12/2018, to the board due to his personal reasons. The Board considered and approved his resignation from the post of Non-executive Independent Directorship with effect from 13/12/2018.
- Mr. Abhishek Kumar Jain, Non-Executive Director, is liable to retire by rotation at the ensuing AGM, pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company and being eligible has offered himself for reappointment. The Board of Directors, on the recommendation of the Nomination and Remuneration Committee and based on report of performance evaluation has recommended his re-appointment as Non-Executive Director of the Company.

Appropriate resolutions for appointment/ re-appointment are being placed for the approval of the shareholders of the Company at the ensuing AGM. The brief resume of directors appointed/re-appointed and other related information has been detailed in the Notice read along with the explanatory statement convening the 37<sup>th</sup> AGM of the Company in accordance with the provisions of the Companies Act, 2013 read with the Rules issued there under and the Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

**Policy on Directors, Key Managerial Personnel - Appointment & Remuneration including Nomination & Remuneration Committee:-**

The Board has framed a policy on Director's Appointment and Remuneration & duly constituted Nomination and Remuneration Committee pursuant to the Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 and read with Section 178 of the Companies Act, 2013.

The policy provides for selection and appointment of Directors, Senior Management including KMP and their Remuneration together with criteria for determining qualifications, positive attributes, and independence of a Director.



**SHREE TULSI ONLINE.COM LIMITED**  
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Remuneration policy for the Directors, Key Managerial Personnel and other Employees has been disclosed on the Company website i.e. [www.shreetulsionline.com](http://www.shreetulsionline.com).

More details about above has been outlined in the Corporate Governance Report which forms a part of this report.

**Disclosure under Section 197(12) of the Companies Act, 2013:-**

The Company has not employed any employees whose remuneration falls within the purview of the limits prescribed under the provisions of Section 197 of the Companies Act, 2013, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

**Declaration of Independent Directors:-**

The Company has received necessary declaration from each of Independent Directors under Section 149(7) of the Companies Act, 2013, that they meets the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 and the relevant Rules made there on and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**Committee of the Board:-**

The Board of Directors has following Committee

- 1) Audit Committee
- 2) Nomination & Remuneration Committee
- 3) Stakeholder Relationship Committee
- 4) Risk Management Committee

The details of the Committees along with their composition, number of meetings and attendance at the meetings are provided in the Corporate Governance Report.

**Directors Responsibility Statement:-**

Pursuant to Section 134 (3) (c) read with Section 134 (5) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability, confirm that:

- (i) in the preparation of the annual accounts for the year ended 31<sup>st</sup> March, 2019, the applicable Indian Accounting Standards have been followed along with proper explanation relating to material departures, if any;
- (ii) 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 31<sup>st</sup> March, 2019 and of the profit and loss of the company for the year ended on that date;
- (iii) the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (iv) the annual accounts have been prepared on a going concern basis;
- (v) the directors have laid down internal financial controls to be followed by the company and such internal financial controls are adequate and operating effectively;
- (vi) 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.

**SHREE TULSI ONLINE.COM LIMITED**  
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**Statement concerning development and implementation of Risk Management Policy of the Company:-**

The Board of Directors of the Company has framed (constituted) a Risk Management Committee to frame, implement and monitor the risk management plan for the Company. The Committee is responsible for reviewing the risk management plan and ensuring its effectiveness. The Committee has additional oversight in the area of financial risks and controls. Major risks identified by the business and functions are systematically address through mitigation action on a continuing basis.

The details of Committee and its terms of reference are set out in the Corporate Governance Report forming part of the Board Report.

**Number of Meeting of the Board:-**

During the year under review (5) Meetings of the Board of Directors of the Company were held.

**Disclosure regarding Company's policies under Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015-**

The Company has framed various policies as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 & Companies Act, 2013; viz i) Remuneration Policy for the Directors , Key Managerial Personnel and other Employees, ii) Determining material subsidiary, iii) Performance evolution of the Board, Committee and Directors, iv) Related Party transactions Policy, v) Whistle Blower/vigil Mechanism, vi) Archival Policy for disclosure, vii) Code of Conduct for Board of Directors & Senior Management, viii) Policy of Preservation of Documents, ix) Policy on Criteria for Determining Materiality of Events, ix) Code of Conduct for Independent Director/ Information are displayed on the website of the Company [www.shreetulsonline.com](http://www.shreetulsonline.com).

**Extract of Annual Return:-**

Pursuant to the provisions of Section 134(3) (a) of the Companies Act, 2013, Extract of the Annual Return for the financial year ended 31<sup>st</sup> March, 2019 made under the provisions of Section 92 (3) of the Companies Act, 2013 read with Rule 12(1) of the Companies (Management and administration) Rules, 2014 in Form No. MGT-9 as Annexure-I and the same is also available on the website of the Company [www.shreetulsonline.com](http://www.shreetulsonline.com).

**Board Evaluation:-**

Pursuant to the provisions of the Companies Act, 2013 read with Rules issued there under and Regulation 17 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Board of Directors has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of its various committee. The separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgment, safeguarding the interest of the Company and its minority shareholders etc. The performance evaluation of the Independent Directors was carried out by the entire Board excluding the Directors being evaluated. The Performance evaluation of the Chairman and Non-Independent Directors was carried out by the Independent Directors at their separate Meeting. The Board of Directors expressed its satisfaction with the evaluation process.

**Particulars of Loans, Guarantees or Investments made under Section 186 of the Companies Act, 2013:-**

The Company has complied with the provisions of Section 186 of the Companies Act, 2013 in respect of investments made and outstanding at the year-end, details of which are given in the Financial Statements.

**SHREE TULSI ONLINE.COM LIMITED**  
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There were no loans or guarantees made by the Company during the year under review.

**Particulars of Contracts or Arrangements made with Related Parties: -**

There were no contracts or arrangements made with related parties as defined under Section 188 of the Companies Act, 2013 during the year under review and hence enclosure of FORM AOC-2 with the Board Report is not required. The Company has developed a Related Party Transactions Policy for the purpose of identification and monitoring of such type of transactions.

**Subsidiaries, Joint Ventures and Associate Companies:-**

The Company does not have any Subsidiary, Joint venture or Associate Company.

**Internal Financial Control and their adequacy:-**

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The Company has developed well-defined internal control mechanisms and comprehensive internal audit programme with the activities of the entire organization under its ambit.

Further, based on the report of Internal Audit function, corrective action are undertaken in the respective areas and thereby strengthen the controls. Significant audit observations and corrective actions thereon are presented to the Audit Committee of the Board.

The Internal Audit of the Company is conducted by an Independent Chartered Accountant Firm. During the year under review, no material or serious observation has been received from the Internal Auditors of the Company for inefficiency or inadequacy of such controls.

**Corporate Governance:-**

The Company conforms to the norms of Corporate Governance as envisaged in the Listing Regulations with the Stock Exchange. Pursuant to Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, a detailed Compliance Note on Corporate Governance together with the Auditors Certificate on Corporate Governance is annexed to this report.

**Management Discussion and Analysis Report:-**

The Management Discussion and Analysis Report for the year under review, as stipulated under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") are given in a separate section and forms part of the Annual Report.

**Material Changes and Commitments, if any, affecting the financial position of the Company occurred between the ends of the financial year to which this financial statement relates and the date of the report:-**

There are no material changes and commitments affecting the financial position of the Company occurred between ends of the financial year to which this financial statement relates on the date of this report.

**Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo:-**

The provisions of Section 134(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 do not apply to our Company.

Conservation of Energy : NIL

**SHREE TULSI ONLINE.COM LIMITED**  
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Technology Absorption : NIL  
Foreign exchange earnings and out go : NIL

**Details of significant and material orders passed by the Regulators or Courts or Tribunals impacting the Going Concern status and Company's operation in future:-**

There are no significant and material orders issued against the Company by any regulating authority or court or tribunal affecting the going concern status and Company's operation in future. Hence, disclosure pursuant to Rule 8 (5) (vii) of Companies (Accounts) Rules, 2014 is not required.

**Human Resources:-**

Human Resources Development envisages the growth of the individual in tandem with the organization. It also aims at the up-liftment of the individual by ensuring an enabling environment to develop capabilities and to optimize performance.

Your Directors want to place on record their appreciation for the contribution made by employees at all levels, who through their steadfastness, solidarity and with their co-operation and support have made it possible for the Company to achieve its current status.

The Company, on its part, would Endeavour to tap individual talents and through various initiatives, ingrain in our human resources, a sense of job satisfaction that would, with time, percolates down the line. It is also the Endeavour of the Company to create in its employees a sense of belonging, and an environment that promotes openness, creativity and innovation.

All the manpower initiatives including training, meetings and brainstorming sessions are implemented with the aim of maximizing productivity and aligning organizational needs employee's aspirations.

**Auditors & Auditors Observations:-**

The matter related to Auditors and their Reports are as under:

**1. Statutory Auditor and their Report:-**

As per the requirements of Section 139(2) of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the Board of Directors in the meeting held on 14th August, 2019, on the recommendation of the Audit Committee, re-appointed as the Statutory Auditors of the Company for a period of four year, to hold the office from the conclusion of this 37th Annual General Meeting (AGM) until the conclusion of 41st Annual General Meeting (AGM) subject to approval of the members, the remuneration of M/s. KSA & Co. (Firm Registration No.: 003822C), the Auditors of the Company till the conclusion of 41st AGM is fixed at Rs.65,000 (Rupees sixty five thousand only) per year plus reimbursement of out of pocket expenses and applicable taxes and other certification.

**Explanations or Comments on Qualifications, Reservations or Adverse Remarks or Disclaimers made by the Statutory Auditors in their Report:-**

The Report given by KSA & Co., Chartered Accountant, (Registration No.: 003822C), Statutory Auditors of the Company on the Financial Statements for the year ended 31<sup>st</sup> March, 2019 read with explanatory notes thereon do not call for any explanation or comments from the Board under Section 134(3) of the Companies Act, 2013. The remarks, if any, made by the Auditors in their Report are properly explained in the Note no 24 of the Financial Statement.

**SHREE TULSI ONLINE.COM LIMITED**  
**L99999WB1982PLC035576**

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**2. Secretarial Auditors and their Report:-**

M/s. Vineet Pal & Associates, Practicing Company Secretary was appointed to conduct Secretarial Audit of the Company for the financial year 2018-19 as required under Section 204 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

The report of the Secretarial Auditors in Form MR-3 is enclosed as **Annexure-II** to this report.

The report confirms that the Company had complied with the statutory provisions listed under Form MR-3 and the Company also has proper board processes and compliance mechanism.

The Report does not contain any qualification, reservation or adverse remark or disclaimer, which requires any further comments or explanations in this report.

**3. Internal Auditor:-**

The Members of Board has appointed M/s. Jain N K & Co., (FRN: 148125W) Chartered Accountant, as Internal Auditors of the Company for Financial Year 2018-19 at their meeting on 11th February, 2019 under provisions of Section 138 of the Companies Act, 2013 read with Rule 13 of the Companies (Accounts) Rules, 2014 as recommended by Audit Committee.

The suggestions made by the Internal Auditor in their Report were properly addressed and implemented.

**Listing of Securities:-**

The Equity Shares of the Company are listed on The Calcutta Stock Exchange Limited, with Metropolitan Stock Exchange Limited (MSEI) and are also traded under permitted category at BSE Limited. Listing fees has been paid in pursuance to Regulation 14 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**Shares:-**

The authorized Share capital and the paid-up Equity Share Capital have remained unchanged during the year under review. The Company has neither issued shares & Securities or any other instruments nor any corporate benefits during the year under review.

**1. Buy Back of Shares**

The Company has not bought back any of its securities during the year under review.

**2. Sweat Equity Shares**

The Company has not issued any Sweat Equity Shares during the year under review.

**3. Bonus Issue**

No Bonus Shares were issued during the year under review.

**4. Employee Stock Option Scheme**

The Company has not provided any Stock Option Scheme to the employees.

**Details of policy developed and implemented by the Company on its Corporate Social Responsibility Initiatives:-**

Since the Company does not qualify any of the criteria as laid down in Section 135(1) of the Companies Act, 2013 with regard to Corporate Social Responsibility, provisions of Section 135 are not applicable to the Company.

**SHREE TULSI ONLINE.COM LIMITED**  
**L99999WB1982PLC035576**

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**Additional Information to Shareholders:-**

All important and pertinent investor information such as Financial Results, Annual Report and Outcome of board meeting are made available on the Company's website i.e. [www.shreetulsionline.com](http://www.shreetulsionline.com) on a regular basis.

**Code of Conduct:-**

As prescribed under Listing Regulation, a declaration signed by the Whole Time Director affirming compliance with the Code of Conduct by the Directors and Senior Management Personnel of the Company for the financial year 2018-19 forms part of the Corporate Governance Report.

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

Your company is committed to highest standards of ethical, moral and legal business conduct. Accordingly, the Board of Directors have formulated a Whistle Blower Policy which is in compliance with the provisions of Section 177(10) of the Companies Act, 2013 and Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The policy provides for a framework and process whereby concerns can be raised by its employees against any kind of discrimination, harassment, victimization or any other unfair practice being adopted against them. These have been outlined in the Corporate Governance Report which forms part of this report.

**Reporting of Frauds:-**

During the year under review, the Statutory Auditors and Secretarial Auditors have not reported to the Audit Committee and/ or Board any instances of fraud committed in the Company by its officers or employees under Section 143(12) of the Companies Act, 2013.

**Disclosure under The Sexual Harassment of Woman at Workplace (Prevention, Prohibition and Redressal) Act, 2013:-**

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013.

Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

The following is a summary of sexual harassment complaints received and disposed off during the year 2018-19.

No of complaints received	:	Nil
No of complaints disposed off	:	Nil

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**Acknowledgement: -**

The Directors wish to place on record their appreciation for the contributions made by the employees at all levels, whose continued commitment and dedication helped the Company achieve better results. The Directors also wish to thank customers, bankers, Central and State Governments for their continued support. Finally your directors would like to express their sincere & whole-hearted gratitude to all of you for your faith in us and your Co-operation & never failing support.

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**By Order of the Board**  
**For Shree Tulsi Online.Com Limited**

**Abhishek Kumar Jain**  
**( Director)**  
**(DIN: 00054582)**

**Vinod Kumar Bothra**  
**(Whole TimeDirector)**  
**(DIN: 00780848)**

**Place:** Kolkata

**Date:** 14<sup>th</sup> day of August, 2019

**SHREE TULSI ONLINE.COM LIMITED**  
**L99999WB1982PLC035576**

**Annexure to the Director's Report**

**Annexure-I**

**EXTRACT OF ANNUAL RETURN**  
**as on financial year ended on 31.03.2019**  
**Of**

**SHREE TULSI ONLINE.COM LIMITED**

**Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.**

**I. REGISTRATION AND OTHER DETAILS :-**

i.	CIN:-	L99999WB1982PLC035576
ii.	Registration Date	22/12/1982
iii.	Name of the Company	Shree Tulsi Online.Com Limited
iv.	Category / Sub-Category of the Company	Company Limited by Shares Indian Non-Government Company
v.	Address of the Registered office and contact details	4, N.S. Road, 1st Floor, Kolkata-700001 Tel- +91-33-22624717 Email: <a href="mailto:investors@shreetulsonlie.com">investors@shreetulsonlie.com</a> Website: <a href="http://www.shreetulsonline.com">www.shreetulsonline.com</a>
vi.	Whether listed company	Yes
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	M/s. Adroit Corporate Services Private Limited 19-20, Jafferbhoy Industrial Estate, 1st Floor, Makwana Road, Marol Naka, Andheri (E), Mumbai- 400059, Tel: (022) 42270400, 28596060, Fax: (022) 28503748 Email: <a href="mailto:info@adroitcorporate.com">info@adroitcorporate.com</a> Website: <a href="http://www.adroitcorporate.com">www.adroitcorporate.com</a>

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
NONE			

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -**

SL. NO.	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY/ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
NONE					



**SHREE TULSI ONLINE.COM LIMITED**  
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**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**

**i) Category-wise Share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year (As on 31/03/2018)				No. of Shares held at the end of the year (As on 31/03/2019)				Change during	
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	Number	Percentage (%)
<b>A. Promoters</b>										
<b>(1) Indian</b>										
a) Individual/ HUF	2,983,454	-	2,983,454	12.77%	2,983,454	-	2,983,454	12.77%	-	-
b) Central Govt	-	-	-	-	-	-	-	-	-	-
c) State Govt	-	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	6,580,713	-	6,580,713	28.17%	6,580,713	-	6,580,713	28.17%	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-	-	-
f-i) Director	28,516	-	28,516	0.12%	28,516	-	28,516	0.12%	-	-
f-ii) Director Relatives	961,635	-	961,635	4.12%	961,635	-	961,635	4.12%	-	-
<b>Sub Total (A)(1)</b>	<b>10,554,318</b>	<b>-</b>	<b>10,554,318</b>	<b>45.18%</b>	<b>10,554,318</b>	<b>-</b>	<b>10,554,318</b>	<b>45.18%</b>	<b>-</b>	<b>-</b>
<b>(2) Foreign</b>										
a) NRIs Individual	-	-	-	-	-	-	-	-	-	-
b) Other-Individuals	-	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-	-
d) Banks/ FI	-	-	-	-	-	-	-	-	-	-
e) Any Other	-	-	-	-	-	-	-	-	-	-
<b>Sub Total (A)(2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total shareholding of Promoters(A)(1)+(A)(2)</b>	<b>10,554,318</b>	<b>-</b>	<b>10,554,318</b>	<b>45.18%</b>	<b>10,554,318</b>	<b>-</b>	<b>10,554,318</b>	<b>45.18%</b>	<b>-</b>	<b>-</b>
<b>B. Public Shareholding</b>										
<b>1. Institutions</b>										
a) Mutual Funds	-	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Fund	-	-	-	-	-	-	-	-	-	-
i) Others(specify)	-	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(1):-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>2. Non- Institutions</b>										
a) Bodies Corp.	-	-	-	-	-	-	-	-	-	-
i) Indian	6,513,457	16050	6,529,507	27.95%	6,508,335	16,050	6,524,385	27.93%	(5122)	(0.02%)
ii) Overseas	-	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital upto Rs. 2 lakh	1,068,884	815,646	1,884,530	8.07%	1,062,096	816,947	1,879,043	8.04%	(5487)	(0.03)%
ii) Individual shareholders holding nominal share capital in excess of Rs. 2 lakh	1,661,986	2,725,580	4,387,566	18.78%	1,610,330	2,725,580	4,335,910	18.56%	(51656)	(0.22)%
c) Other(specify)	-	-	-	-	-	-	-	-	-	-
<b>Trust</b>	<b>3,000</b>	<b>-</b>	<b>3,000</b>	<b>0.01%</b>	<b>3,000</b>	<b>-</b>	<b>3,000</b>	<b>0.01%</b>	<b>-</b>	<b>-</b>
HUFs	-	-	-	-	-	-	-	-	-	-
NRIs(Non-Repatriation)	-	-	-	-	-	-	-	-	-	-
NRIs(Repatriation)	-	-	-	-	-	-	-	-	-	-
Clearing Members	3,549	-	3,549	0.02%	65,904	-	65,904	0.28%	62355	0.26%
Corporate Body -Broker	90	-	90	0.0%	-	-	-	-	(90)	0.00%
<b>Sub Total(B)(2)</b>	<b>9,250,966</b>	<b>3,557,276</b>	<b>12,808,242</b>	<b>54.82%</b>	<b>9,249,665</b>	<b>3,558,577</b>	<b>12,808,242</b>	<b>54.82%</b>	<b>0.00</b>	<b>0.00%</b>
<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>	<b>9,250,968</b>	<b>3,557,274</b>	<b>12,808,242</b>	<b>54.82%</b>	<b>9,249,665</b>	<b>3,558,577</b>	<b>12,808,242</b>	<b>54.82%</b>	<b>0.00</b>	<b>0.00%</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>										
<b>Grand Total (A+B+C)</b>	<b>19,805,286</b>	<b>3,557,274</b>	<b>23,362,560</b>	<b>100%</b>	<b>19,803,983</b>	<b>3,558,577</b>	<b>23,362,560</b>	<b>100%</b>	<b>0.00</b>	<b>0.00</b>

Note: Negative percentage are represented in brackets.

**SHREE TULSI ONLINE.COM LIMITED**  
**L99999WB1982PLC035576**

**ii) Shareholding of Promoters**

Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
	No. of shares	% of Total Shares of the Company	% of Shares Pledge/encumbered to total shares	No. of shares	% of Total Shares of the Company	% of Shares Pledge/encumbered to total shares	
Sunil Exports Pvt. Ltd.	1,938,750	8.30%	-	1,938,750	8.30%	-	-
Manjula Jain	1,198,905	5.13%	-	1,198,905	5.13%	-	-
Rajasthan Horticulture Pvt. Ltd.	1,077,088	4.61%	-	1,077,088	4.61%	-	-
Umesh Kumar Thaker	1,071,269	4.59%	-	1,071,269	4.59%	-	-
Nigania Promoters Pvt. Ltd.	1,032,875	4.42%	-	1,032,875	4.42%	-	-
Ashish Bhansali	961,635	4.12%	-	961,635	4.12%	-	-
Jinprabhu Securities Pvt. Ltd.	900,000	3.85%	-	900,000	3.85%	-	-
Pramukhsoft Technologies Pvt. Ltd.	852,000	36.5%	-			-	-
Sil Leasing & Industrial Finance Pvt. Ltd.	780,000	3.34%	-	780,000	3.34%	-	-
Bhanwari Devi Bhansali	708780	3.03%	-	708780	3.03%	-	-
Abhishek Kumar Jain	28516	0.12%	-	28516	0.12%	-	-
Kuldeep Rawat	4500	0.02%	-	4500	0.02%	-	-
<b>Total</b>	<b>10,554,318</b>	<b>45.18</b>	<b>-</b>	<b>10,554,318</b>	<b>45.18</b>	<b>-</b>	<b>-</b>

**iii) Change in Promoters Shareholding (Please specify, if there is no Change):-**

There is no change in promoters shareholding during F.Y. 2018-19.

**iv) Shareholding Pattern of Top Ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):-**

Sl. No.	Shareholders Name	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Religare Finvest Ltd.	At the beginning of the year	1,891,005	8.10%	1,891,005	8.10%
		Changes during the year	No change during the year			
		At the End of the year	1,891,005	8.10%	1,891,005	8.10%
2	Zipsy Tie-Up Services Pvt. Ltd.	At the beginning of the year	1,406,333	6.02%	1,406,333	6.02%
		Sell during the year	5	0.00	1,406,328	6.02%
		At the End of the year	1,406,328	6.02%	1,406,328	6.02%
3	Sarla Jain	At the beginning of the year	780,000	3.34%	780,000	3.34%
		Changes during the year	No change during the year			
		At the End of the year	780,000	3.34%	780,000	3.34%
4	Krepton Traders Pvt. Ltd.	At the beginning of the year	682,754	2.92%	682,754	2.92%
		Changes during the year	No change during the year			
		At the End of the year	682,754	2.92%	682,754	2.92%
5	Bhola Pandit	At the beginning of the year	607,500	2.60%	607,500	2.60%
		Changes during the year	No change during the year			
		At the End of the year	607,500	2.60%	607,500	2.60%

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**Shareholding Pattern of Top Ten Shareholders (Cont....)**

Sl. No.	Shareholders Name	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
6	Jai Hind Marmo Pvt. Ltd.	At the beginning of the year	587,405	2.51%	587,405	2.51%
		Changes during the year	No change during the year			
		At the End of the year	587,405	2.51%	587,405	2.51%
7	Bharati Kanther	At the beginning of the year	508,800	2.18%	508,800	2.18%
		Changes during the year	No change during the year			
		At the End of the year	508,800	2.18%	508,800	2.18%
8	Affinity Financial Services Pvt. Ltd.	At the beginning of the year	508,055	2.17%	508,055	2.17%
		Changes during the year	No change during the year			
		At the End of the year	508,055	2.17%	508,055	2.17%
9	Prakash Jain	At the beginning of the year	380,100	1.63%	380,100	1.63%
		Changes during the year	No change during the year			
		At the End of the year	380,100	1.63%	380,100	1.63%
10	Sangita Jain	At the beginning of the year	360,000	1.54%	360,000	1.54%
		Changes during the year	No change during the year			
		At the End of the year	360,000	1.54%	360,000	1.54%

**V) Shareholding of Directors and Key Managerial Personnel:-**

Sl. No.	Shareholders Name	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Mr. Vinod Kumar Bothra	At the beginning of the year	-	-	-	-
		Changes during the year	No change during the year			
		At the End of the year	-	-	-	-
2	Mr. Abhishek Kumar Jain	At the beginning of the year	28,516	0.12%	28,516	0.12%
		Changes during the year	No change during the year			
		At the End of the year	28,516	0.12%	28,516	0.12%
3	Mr. Jyotiraaditya Singha	At the beginning of the year	-	-	-	-
		Changes during the year	No change during the year			
		At the End of the year	-	-	-	-
4	Mr. Netra Bahadur Ranabhat (Resignation w.e.f. 02/12/2017)	At the beginning of the year	-	-	-	-
		Changes during the year	No change during the year			
		At the End of the year	-	-	-	-
5	Mrs. Chanderkala Devi Lakhotia (Resignation w.e.f. 02/12/2017)	At the beginning of the year	-	-	-	-
		Changes during the year	No change during the year			
		At the End of the year	-	-	-	-
6	Mrs. Sunita Hanuman Singhi (Appointment w.e.f. 02/12/2017)	At the beginning of the year	-	-	-	-
		Changes during the year	No change during the year			
		At the End of the year	-	-	-	-
7	Mrs. Biresh Kumar Thaker	At the beginning of the year	-	-	-	-
		Changes during the year	No change during the year			
		At the End of the year	-	-	-	-
8	Mr. Sashi Sekhor Chowdhury	At the beginning of the year	-	-	-	-
		Changes during the year	No change during the year			
		At the End of the year	-	-	-	-

**V. INDEBTEDNESS:-**

**Indebtedness of the Company including interest outstanding/accrued but not due for payment**

The Company was not having any secured/unsecured loans and deposits during the financial year 2018-19.

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**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**A. Remuneration to Managing Director, Whole-time Directors and/or Manager**

Sl. No.	Particulars of Remuneration	Mr. Vinod Kumar Bothra (Whole Time Director) (Amt. in ₹)
1.	<b>Gross salary</b>	
	(a) Salary as per provisions contained in section 17(1) of the Income-Tax Act, 1961	240,000
	(b) Value of perquisites u/s 17(2) Income-Tax Act, 1961	96,000
	(c) Profits in lieu of salary under section 17(3) Income-Tax Act, 1961	-
2.	Stock Option	-
3.	Sweat Equity	-
4.	Commission	
	- as % of profit	-
	- others, specify	-
5.	Others, please specify	-
	<b>Total</b>	<b>3,36,000</b>
Celling as per the Act – As per the requirements of Schedule V of the Companies Act, 2013.		

**B. Remuneration to other directors:**

Sl. No.	Particulars of Remuneration	Name of Directors				Total
		Mr. Abhishek Kumar Jain	Mr. Jyotiraditya Singha	Mr. Sanjoy Kumar Singhi	Mrs. Sunita Hanuman Singhi	
1.	<b>Independent Directors</b>	(Amt. in ₹)				
	Fee for attending board and committee meetings	-	5,000	2,500	7,500	15,000
	Commission	-	-	-	-	-
	Others - Reimbursement	-	-	-	-	-
	<b>Total (1)</b>	-	5,000	2,500	7,500	15,000
2.	<b>Other Non-Executive Directors</b>	-	-	-	-	-
	Fee for attending board and committee meetings	7,000	-	-	-	7,000
	Commission	-	-	-	-	-
	Others - Reimbursement	-	-	-	-	-
	<b>Total (2)</b>	7,000	-	-	-	7,000
	<b>Total (B) = (1+2)</b>	7,000	5,000	2,500	7,500	22,000
	<b>Total Managerial Remuneration</b>	22,000				
	<b>Overall Ceiling as per the Act</b>	Sitting fees are within the limits specified under the Companies Act, 2013				

**SHREE TULSI ONLINE.COM LIMITED**  
**L99999WB1982PLC035576**

**C. Remuneration to Key Managerial Personnel other than directors:**

Sl. No.	Particulars of Remuneration	Name of Key Managerial Personnel		Total
		Amount (in Rs.)		
		Mr. Sashi Sekhor Chowdhary (Company Secretary)	Mr. Biresh Kumar Thaker (Chief Financial Officer)	
1.	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-Tax Act, 1961	180,000	192,000	372,000
	(b) Value of perquisites u/s 17(2) Income-Tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-Tax Act, 1961			
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission	-	-	-
	- as % of profit	-	-	-
	- others, specify	-	-	-
5.	Others, please specify	-	-	-
	<b>Total</b>	<b>180,000</b>	<b>192,000</b>	<b>372,000</b>

**VII. Penalties/ Punishment / Compounding of offences :-**

Type	Section of the Companies Act 2013/1956	Brief Description	Details of Penalty/ Punishment/Compounding fees imposed	Authority (RD/NCLT /Court)	Appeal Made if any (give Details)
<b>A. Company</b>					
Penalty			None		
Punishment					
Compounding					
<b>B. Director</b>					
Penalty			None		
Punishment					
Compounding					
<b>C. Other Officers in Default</b>					
Penalty			None		
Punishment					
Compounding					

**SHREE TULSI ONLINE.COM LIMITED**  
**L99999WB1982PLC035576**

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**Annexure to the Director's Report**

**Annexure-II**

**Form No. MR-3**

**SECRETARIAL AUDIT REPORT**

**For the Financial Year Ended 31st March, 2019**

***(Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Personnel) Rules, 2014)***

To  
The Members,  
SHREE TULSI ONLINE.COM LIMITED  
CIN: L99999WB1982PLC035576  
4, N.S. Road, 1<sup>st</sup> Floor,  
Kolkata-700001

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I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Shree Tulsi Online.Com Limited**, (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2019 ("Audit Period") generally complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2019 according to the applicable provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and Rules and Regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;  
**(The Company has not availed any Foreign Direct Investment and External Commercial Borrowings during the Period under review).**
- (v) The following Regulations (as amended from time to time) and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009(Not applicable to the Company during the Audit Period);

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- d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulation, 2014 (Not Applicable as the Company has not introduced any such scheme during the financial year under review);
  - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulation 2008 (Not Applicable since the Company has not issued any Debt Securities);
  - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client (Not applicable as the Company is not registered as Registrar to an issue and Share Transfer Agent during the financial year under review);
  - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not applicable as the Company has not delisted / propose to delist its Equity Shares from any Stock Exchange during the financial year under review);
  - h) The Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998 (Not applicable as the Company has not bought back / propose to buy-back any of its securities during the financial year under review); and
  - i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (vi) Other Laws applicable to the Company namely:

The Directors of the Company informed and certified that there are no other applicable laws that are specifically applicable to the Company based on the nature of business. However, they have represented that the Company has complied with the provision of other laws as applicable to it.

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

- i. Secretarial Standards issued by The Institute of Company Secretaries of India under the provision Companies Act, 2013;
- ii. The Listing Agreements entered into by the Company with The Calcutta Stock Exchange Limited, Metropolitan Stock Exchange Limited and BSE Limited (Permitted category) pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**I further report that:**

1. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non- Executive Directors, Independent Directors and a Women Director. The changes in the composition of the Board of Directors, if any that took place during the period under review were carried out in compliance with the provisions of the Act.
2. Adequate Notice is given to all Directors to schedule the Board Meetings, Agenda and detailed Notes on Agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
3. All the decisions at the Board meeting and Committee Meetings are carried out unanimously as recorded in the minutes of the meeting of the Board of Directors or Committee of the Board, as the case may be.

**SHREE TULSI ONLINE.COM LIMITED**  
**L99999WB1982PLC035576**

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**I further report that**, there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines that pertain to the business operations of the Company.

**I further report that** during the audit period, the Company has no specific events/actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

This report is to be read with my letter of event date which is annexed as Appendix-1 and forms and integral part of this Report.

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**For Veenit Pal & Associates**  
**Company Secretaries**

**Veenit Pal**  
**(Proprietor)**

**ACS : 25565**  
**CP : 13149**

**Place : Mumbai**  
**Date : July 26, 2019**



**SHREE TULSI ONLINE.COM LIMITED**  
**L99999WB1982PLC035576**

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**Appendix-1**  
**(Forming Part of Secretarial Audit Report)**

To  
The Members,  
**SHREE TULSI ONLINE.COM LIMITED**  
CIN: L99999WB1982PLC035576  
4, N.S. Road, 1st Floor,  
Kolkata-700001

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

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

**Veenit Pal**  
**(Proprietor)**

**ACS:25565**  
**CP:13149**

**Place : Mumbai**  
**Date : July 26, 2019**

**CORPORATE GOVERNANCE**

**Company's Philosophy on Code of Governance:-**

Effective corporate governance practices constitute the strong foundation on which successful commercial enterprises are built to last. The Company's philosophy on corporate governance oversees business strategies and ensures fiscal accountability, ethical corporate behavior and fairness to all stakeholders comprising regulators, employees, customers, vendors, investors and the society at large.

The Company has a strong legacy of fair, transparent and ethical governance practices.

Accordingly, your company has implemented the mandatory requirements regarding corporate governance as mentioned in Listing Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 aligned with Companies Act, 2013, details of which are given below;

**Board of Directors & Key Managerial Personnel (KMP):-**

The Composition of the Board is in conformity with Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as well as the Companies Act, 2013 read with Rules made there under.

The Board of Directors of the Company consists of Four (4) Directors one of whom is the Whole Time Director and one is Non-Executive Director. The remaining two (2) directors are Non-Executive and Independent directors which includes one Women Director.

During the year Mr. Jyotiraaditya Singha, Non-executive and Independent Director has tendered his resignations letter dated 03/12/2018, to the board due to their personal reason. The Board considered and approved their resignation from the post of Non-executive Independent Directorship with effect from 13/12/2018. The Board places on record its gratitude for the services rendered by them during the tenure as director of the Company.

Mr. Sanjoy Kumar Singh was appointed as Additional Director w.e.f. 13/12/2018 to act as an Independent Director. Further, your Board has proposed to appoint Mr. Sanjoy Kumar Singh as Non-Executive Independent Director for consecutive 5 (Five) years for the period from 13/12/2018 up to 12/12/2023 and in terms Listing Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and 149 of the Companies Act, 2013. The resolutions seeking your approval on this item No. 4 along with the requisite disclosures/explanatory statement are included in the Notice for convening the Annual General Meeting.

Mr. Sanjoy Kumar Singh has been appointed as Chairman of Audit, Nomination and Remuneration, Stakeholder Relationship and Risk Management Committees w.e.f. 13/12/2018 in place of Mr. Jyotiraaditya Singha.

Appropriate resolutions for appointment/ re-appointment are being placed for the approval of the shareholders of the Company at the ensuing AGM. The brief resume of directors appointed/re- appointed and other related information has been detailed in the Notice read along with the explanatory statement convening the 37<sup>th</sup> AGM of the Company in accordance with the provisions of the Companies Act, 2013 read with the Rules issued there under and the Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

The Company requires skills/ expertise/ competencies in the areas of strategy, finance, accounting, economics, legal and regulatory matters, the environment, operations of the Company's businesses and to efficiently carry on its core businesses. All the above required skills/ expertise/ competencies are available with the Board.

**SHREE TULSI ONLINE.COM LIMITED**  
**L99999WB1982PLC035576**

The Board is satisfied that the current composition reflects an appropriate mix of knowledge, skills, experience, expertise, diversity and independence. The Board provides leadership, strategic guidance, an objective and independent view to the Company's management while discharging its fiduciary responsibilities, thereby ensuring that the management adheres to high standards of ethics, transparency and disclosure. The Board periodically evaluates the need for change in its composition and size.

**Board of Independence:-**

The Non-Executive Independent Directors fulfill the conditions of independence as specified in Section 149 of Companies Act, 2013 and Rules made there under Listing Regulation of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Further, none of the Independent Director is serving more than seven listed companies.

The Company has issued a letter of appointment to all the Independent Directors of the Company.

**Board Meetings:-**

Board Meetings are conducted in accordance with the Rules made under Companies Act, 2013 and as per requirements of Listing Regulations under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board meets at regular intervals to discuss and decide on business strategies/policies and review the financial performance of the Company.

The Board reviews the performance of the Company. The important decisions taken at the Board/ Board Committee Meetings are communicated to the concerned department.

The Directors have disclosed to the Company about the committee positions they occupy in other companies and have notified changes as and when they take place.

**Details of Board Meetings:-**

During the period commencing from 1st April, 2018 and ending on 31st March, 2019, the Board of Directors of the Company met on the following dates on 29/05/2018, 14/08/2018, 12/11/2018, 13/12/2018 and 12/02/2019.

The attendance of the Directors at the Board Meetings, Annual General Meeting, as also number of Directorship in Indian Public Limited Companies and Membership of the Committees of the Boards of such Companies are as follows:

Name of Director	Attendance at last AGM	No. of Board Meeting Attended	Category of Director	Other Director Ships*	Directorship in other listed entities along with Category	Other Board's Committees**		No. of Shares held as on 31/03/2018
						Chairman	Member	
Mr. Vinod Kumar Bothra	Yes	5	Whole time Director	NIL	NIL	NIL	NIL	NIL
Mr. Abhishek Kumar Jain	Yes	5	Non-Executive Director	2	NIL	NIL	NIL	28,516
Mr. Jyotiraaditya Singha # (Resignation w.e.f. 13/12/18)	Yes	4	Non-Executive Independent Director	NIL	NIL	NIL	NIL	NIL

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Name of Director	Attendance at last AGM	No. of Board Meeting Attended	Category of Director	Other Director Ships*	Directorship in other listed entities along with Category	Other Board's Committees**		No. of Shares held as on 31/03/2018
						Chairman	Member	
Mrs. Sunita Hanuman Singhi	Yes	5	Non-Executive Independent Director	2	Sidh Management Corporate Services Ltd(NEID)^	NIL	1	NIL
Mr. Sanjoy Kumar Singh * (Appoitment w.e.f.13/12/18)	No	1	Non-Executive Independent Director	2	Likhami Consulting Limited (NEID)^	NIL	2	NIL

**Note:**

#Mr. Jyotiraaditya Singha resigned from the post of Non-Executive Independent Directorship w.e.f. 13/12/2018.

\*Mr. Sanjoy Kumar Singh has been inducted in the Board as Non-Executive Independent Director w.e.f. 13/12/2018.

\*Other directorships do not include alternate directorships, directorships of Private Limited Companies, Section 8 companies and of companies incorporated outside India.

\*\*Audit Committee and Stakeholders Relationship Committee in public limited companies have been considered for the Committee positions

^ NEID means Non Executive – Independent Director

None of the Directors is related to any other Director.

The particulars of Directors, who are proposed to be appointed / reappointed at the ensuing Annual General Meeting, are given in the Notice convening the Annual General Meeting.

The Board periodically reviews the compliance report of all laws applicable to the Company.

All the Directors have made necessary disclosures about the directorships and committee positions they occupy in other companies.

None of the Directors on the Board is a Member of more than 10 Committees and Chairman of more than 5 Committees across all Companies in which they are Directors.

None of the Directors held directorship in more than 8 listed companies. Further, none of the Independent Director (ID) of the Company served as an ID in more than 7 listed companies.

None of the Directors held directorship in more than 20 Indian companies, with not more than 10 public limited Companies.

None of the Directors is a member of more than 10 committees or chairperson of more than 5 committees across all the public limited companies in which he/she is a Director. As per Listing Regulations, only memberships of Audit Committee and Stakeholders Relationship Committee have been taken into consideration for the purpose of ascertaining the limit.

All Independent directors of the Company have been appointed as per the provisions of the Act and Listing Regulations. Formal letters of appointment have been issued to the Independent directors. In the opinion of the Board, the Independent directors are independent of the management.

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The Chairman of the Company is a Non-Executive Director (NED) and not related to the Whole Time Director.

**Information provided to the Board :-**

The Board has unrestricted access to all Company-related information. The Company provides the following information inter alia to the Board, which is given either as part of the agenda or by way of presentations during the meetings, as deemed appropriate:

- Quarterly, half-yearly and annual financial results of the Company.
- Minutes of meetings of committees of the Board.
- The information on recruitment and removal and remuneration of senior officers just below the Board level, including Chief Financial Officer and Company Secretary.
- Significant regulatory matters concerning Indian or foreign regulatory authorities.
- Significant sale of investments, assets which are not in the normal course of business.
- Materially important show cause, demand, prosecution and penalty notices, if any.
- Fatal or serious accidents or dangerous occurrences, if any.
- Material default in financial obligations to and by the Company or substantial non-payment for services provided/goods sold by the Company, if any.
- Non-compliance of any regulatory or statutory nature or listing requirements as well as shareholders' services such as non-payment of dividend or delays in share transfer, if any.

**Meeting of Independent Director:-**

As stipulated by the Code of Independent Directors under Listing Regulation of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 aligned with Companies Act, 2013, a separate Meeting of the Independent Directors of the Company was held on 25/03/2019 to review the performance of Non-Independent Directors, Chairman and the Board as whole. The Independent Directors also reviewed the quality, quantity and timeliness of the flow of information between the Management and the Board and it's Committees which is necessary to effectively and reasonably perform and discharge their duties. The Board also carried out evaluation of its various Committees and the Directors expressed their satisfaction with the evaluation process.

**Audit Committee:-**

The Board has constituted a well-qualified Audit Committee.

The Audit Committee comprises of two Independent Directors and a Director. The Committee has appointed Mr. Sanjoy Kumar Singh as the Chairman.

All the members of the Audit Committee are financially literate and possess necessary expertise in finance, accounting, etc.

The Company Secretary acts as the secretary of the Committee.

The Whole Time Director and the Chief Financial Officer attended the meetings of the Audit Committee.

The Statutory Auditors were invited and attended the meetings of the Audit Committee.

The Audit Committee has met four times during the financial year 2018-19 and not more than 120 days has elapsed between two such Meetings.

The Meetings held during the financial year 2018-19 are: 29/05/2018, 14/08/2018, 12/11/2018, & 12/02/2019.

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The Chairman of the Audit Committee was present at the 36th Annual General Meeting of the Company.

The Audit Committee acts as a link between the Management, the Statutory Auditors, Internal Auditors and the Board of Directors.

The terms of reference of the Audit Committee covers the matters specified under Regulation 18 of the Listing Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 177 of the Act.

A. The Audit Committee has the following powers, roles and terms of references :

- Overseeing of the Company's financial reporting process and the disclosures of its financial information to ensure that the financial statements are correct, sufficient and credible.
- Recommendation for Appointment, Remuneration and Terms of Appointment of Auditors of the Company;
- Reviewing with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
  - Matters required to be included in the Directors Responsibility Statement to be included in the Board's Report in terms of clause (c) of sub section (3) of Section 134 of the Companies Act, 2013
  - changes, if any, in accounting policies and practices and reasons for the same;
  - major accounting entries, if any involving estimates based on the exercise of judgment by management;
  - significant adjustments, if any made in the financial statements arising out of audit findings;
  - compliance with accounting Standard, listing and other legal requirements relating to financial statements;
  - review and disclosure of related party transactions, if any;
- Reviewing with the Management, the Quarterly Financial Statements before submission to the Board for approval;
- Reviewing and monitoring the Auditors independence and performance, and effectiveness of audit process;
- Scrutiny of Inter-corporate loans and investments, if any;
- Evaluation of Company's Internal Financial Control and Risk Management Systems;
- Reviewing with the Management about performance of statutory and Internal auditors, adequacy of the internal control systems;
- Discussion with Internal Auditors of any significant findings and follow up there on;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- Discussion with Statutory Auditors before the audit commences about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- Reviewing the functioning of the Whistle Blower Mechanism;
- Approval of Appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate;
- To carry out any other function as is mentioned in the terms of reference of the audit committee as amended from time to time of Listing Regulation of the SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015.

B. The Audit Committee shall mandatorily review the following information:

- Management Discussion and Analysis of financial condition and results of operations;
- To review Statement of Related party transactions, if any, as submitted by management;
- Management letters / letters of internal control weaknesses issued by the Statutory Auditors;
- Internal Audit Reports relating to Internal Control Weaknesses;
- The Appointment, Removal and terms of Remuneration of the Internal Auditor.
- Quarterly Statement of deviations to be submitted to stock exchange(s) in terms of Regulation 32(1).

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The details of composition of the Committee and attendance during the year 2018-19 are as under:

Name of Director	Executive / Non-Executive / Independent	No. of Meetings held during the period	
		Held	Attended
Mr. Jyotiraaditya Singha*	Non- Executive Independent Chairman	3	3
Mrs. Sunita Hanuman Singhi	Non- Executive Independent	4	4
Mr. Abhishek Kumar Jain	Non- Executive	4	4
Mr. Sanjoy Kumar Singh **	Non- Executive Independent Chairman	1	1

\* Mr. Jyotiraaditya Singha ceased to be Member of Audit Committee w.e.f. 13/12/2018.

\*\* Mr. Sanjoy Kumar Singh has been appointed as Chairman of Audit Committee w.e.f. 13/12/2018.

The Quorum for the Committee is any two Directors present.

**Nomination and Remuneration Committee:-**

The Nomination and Remuneration Committee of the Company is constituted in line with the provisions of Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 178 of the Companies Act, 2013.

The Committee consists of three Directors namely Mr. Sanjoy Kumar Singh, Mrs. Sunita Hanuman Singhi and Mr. Abhishek Kumar Jain.

The Committee has appointed Mr. Sanjoy Kumar Singh as Chairman of the Committee.

The Company Secretary acts as the Secretary to the committee.

There is no pecuniary relationship or transaction of the Company with its Non-Executive Directors/ Independent Directors.

During the Financial Year 2018-19, 1(one) Nomination and Remuneration Committee Meetings was held on 13/12/2018.

The details of composition of the Committee and attendance during the year 2018-19 are as under:

Name of Director	Executive / Non-Executive / Independent	No. of Meetings held during the period	
		Held	Attended
Mr. Jyotiraaditya Singha*	Non- Executive Independent Chairman	1	1
Mrs. Sunita Hanuman Singhi*	Non- Executive Independent	1	1
Mr. Abhishek Kumar Jain	Non- Executive	1	1
Mr. Sanjoy Kumar Singh **	Non- Executive Independent Chairman	0	0

\* Mr. Jyotiraaditya Singha ceased to be Member of Audit Committee w.e.f. 13/12/2018.

\*\* Mr. Sanjoy Kumar Singh has been appointed as Chairman of Audit Committee w.e.f. 13/12/2018.

In terms of the provisions of Section 178(3) of the Act and Regulation 19(4) read with Part D of Schedule II to the Listing Regulations, the Committee is responsible for inter alia formulating the criteria for determining qualification, positive attributes and independence of a Director.

The Committee is also responsible for recommending to the Board a policy relating to the remuneration of the Directors, Key Managerial Personnel and other employees. The Board has adopted the Policy on Board

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Diversity & Director Attributes and Remuneration Policy for Directors, Key Managerial Personnel and other employees of the Company, which have been disclosed on the Company website i.e. [www.shreetulsionline.com](http://www.shreetulsionline.com).

Brief about remuneration policy:-

Your Company has formulated a policy on Nomination and Remuneration of Directors and Key Managerial Personnel and the major points relating to Remuneration policy are as under:

- To identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and to recommend to the Board their appointment and/ or removal;
- To carry out evaluation of every Director's performance;
- To formulate the criteria for determining qualifications, positive attributes and independence of a Director, and recommend to the Board a policy, relating to the remuneration for the Directors, key managerial personnel and other employees;
- To formulate the criteria for evaluation of Independent Directors and the Board;
- To devise a policy on Board diversity;
- To recommend/review remuneration of the Executive and Non-executive Director and Whole-time Director(s) together with KMPs based on their performance and defined assessment criteria;
- To recommend /approve remuneration of Non-Executive Director / Independent Director/ Executive Director in the form of sitting fees for attending the Meeting of the Board and its Committee and remuneration for other services etc;
- To carry out any other function as is mandated by the Board from time to time and/or enforced by any statutory notification, amendment or modification, as may be applicable;
- To perform such other functions as may be necessary or appropriate for the performance of its duties.

At present, no remuneration is paid to Non-Executive/ Independents Directors of the Company.

The remuneration paid to Whole time Director is decided by the Board of Directors within the limits laid down under the provisions of the Companies Act, 2013 and with the approval of the members, in general meeting in which they were appointed.

The detailed Appointment Policy adopted by the Company is being posted on website of the Company [www.shreetulsionline.com](http://www.shreetulsionline.com).

**Remuneration of Whole Time Director:-**

The detail of remuneration of Whole-Time Director is as under:

Name of Director	Salary cum Allowances (in ₹)	Stock Options & Other Benefits	Service Contract Tenure
Mr. Vinod Kumar Bothra	3,36,000	Nil	5 years

**Remuneration of Key Managerial Personnel's :-**

The details of remuneration of Key Managerial Personnel's are as under:

Name of KMPs	Designation	Salary cum Allowances (in ₹)	Stock Options Other Benefits
Mr. Sashi Sekhor Choudhary	Company Secretary	1,80,000	Nil
Mr. Biresh Kumar Thaker	CFO	1,92,000	Nil



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**Stakeholders/ Relationship Committee:-**

The Stakeholders Relationship Committee of the Company is constituted in line with the provisions of Listing Regulation 20 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 178 of the Companies Act, 2013.

The Stakeholders Relationship Committee comprises of three members of the committee, of which two are Non -Executive and Independent Directors, namely Mr. Sanjoy Kumar Singh and Mrs. Sunita Hanuman Singhi and a Non-Executive Director Mr. Abhishek Kumar Jain.

Mr. Sanjoy Kumar Singh elected as Chairman of the Stakeholders Relationship Committee.

The Stakeholder Committee has the following roles:

- Reviewing statutory compliances relating to all security holders.
- Resolution of the grievances of all security holders.
- Oversight and review of all matters related to the transfer of securities of the Company.
- Ensure setting of proper controls and oversight of performance of the Registrar and Share Transfer Agent (RTA).
- Approval of issue of duplicate share certificates of the Company.
- Approval of transmission of securities.
- Review of movements in shareholding and ownership structure of the Company.
- Recommend measures for overall improvement of the quality of investor services.
- Review of measures taken for effective exercise of voting rights by shareholders.

The details of transfer/ transmission of shares are placed before the meeting of the Board of Directors on a regular basis.

The Committee oversees the performance of the Registrar and Share Transfer Agents of the Company relating to investor services and recommends measures for improvement.

The Company has designated an exclusive email [investors@shreetulsionline.com](mailto:investors@shreetulsionline.com) for the investors to register their grievances, if any. The Company has also displayed the said email ID on its website for the use of investors. The total numbers of complaints received and redressed during the year ended 31st March, 2019 were Nil. There were no complaint pending or unattended as on 31st March, 2019.

The Committee met 3 times during the year 22/05/2018, 20/10/2018 & 25/03/2019.

Name of Director	Executive / Non-Executive / Independent	No. of Meetings held during the period	
		Held	Attended
Mr. Jyotiraaditya Singha*	Non- Executive Independent Chairman	2	2
Mrs. Sunita Hanuman Singhi	Non- Executive Independent	3	3
Mr. Abhishek Kumar Jain	Non- Executive	3	3
Mr. Sanjoy Kumar Singh**	Non- Executive Independent Chairman	1	1

\*Mr. Jyotiraaditya Singha ceased to be Member of Stakeholder Relationship Committee w.e.f.13/12/2018.

\*\*Mr. Sanjoy Kumar Singh has been appointed as Chairman of Stakeholders/ Relationship Committee w.e.f. 13/12/2018.

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**Evaluation of Board Performance:-**

During the year, the Board has adopted a formal mechanism for evaluating the performance of its Directors as well as that of its Committees and Individual Directors, including the Chairman of the Board.

The exercise was carried out by the Independent Directors of the Company through a structured evaluation process covering several aspects of functioning of the Board i.e. attendance, contribution at the meetings and otherwise, independent judgments, safeguarding interest of the minority stakeholders, composition of Board/ Committees, performance of specific duties and obligation by members of the Board etc.

The Board of Directors expressed its satisfaction with the evaluation process.

**Declaration by Independent Directors**

The Company has received necessary declaration from each Independent Director under Section 149(7) of the Companies Act, 2013 that he/ she meets the criteria of Independence laid down in Section 149(6) of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**Familiarization Program:-**

Whenever any person joins the Board of the Company as an Independent Director, an induction program is arranged for the new appointee, wherein the appointee is familiarized with the Company, their roles, rights and responsibilities in the Company, the Code of Conduct of the Company to be adhered, nature of the industry in which the Company operates, and business model of the Company etc. The details of such familiarization programs have been disclosed on the Company website i.e. [www.shreetulsionline.com](http://www.shreetulsionline.com).

**Risk Management Committee:-**

The Board of the Company has formed a Risk Management Committee, in line with the provisions of Regulation 21 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to frame, implement and monitor the Risk Management plan for the Company. The Committee is responsible for reviewing the Risk Management plan and ensuring its effectiveness.

Mr. Sanjoy Kumar Singh, Mrs. Sunita Hanuman Singhi and Mr. Abhishek Kumar Jain are members of the Committee.

Mr. Sanjoy Kumar Singh was elected as Chairman of the Committee.

During the year one meeting of the committee was held on 25/03/2019. The details of composition of the Committee and attendance during the year 2018-19 are as under:

Name of Director	Executive / Non-Executive / Independent	No. of Meetings held during the period	
		Held	Attended
Mrs. Sunita Hanuman Singhi	Non- Executive Independent	1	1
Mr. Abhishek Kumar Jain	Non- Executive	1	1
Mr. Sanjoy Kumar Singh*	Non- Executive Independent	1	1

\*Mr. Sanjoy Kumar Singh has been appointed as Chairman of Stakeholders/ Relationship Committee w.e.f. 13/12/2018.

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**General Body Meeting:-**

The last Annual General Meeting was held at its Registered Office as per details given below:

Year	AGM/ EGM	Day	Date	Time	Venue	Special Resolution
2017-18	AGM	Monday	24/09/18	10:30 A.M.	O2, VIP Hotel, VIP Road, Kaikhali, Kolkata-700052	Not Applicable
2016-17	AGM	Wednesday	20/09/17	3:00 P.M.	Celesta Hotel, RAA 43/2 VIP Road, Raghunathpur (North), Kolkata-700059	Re-appointment of Mr. Jyotiraaditya Singha (DIN: 02354678) as Independent Director of the Company
2015-16	AGM	Monday	26/09/16	11:30 A.M.	O2, VIP Hotel, VIP Road, Kaikhali, Kolkata-700052	Not Applicable

During the above year under review, no Special Resolution has been passed through exercise of Postal Ballot.

In the Annual General Meeting held on 24<sup>th</sup> September, 2018, all the resolutions were adopted through Poll/Postal Ballot or by Electronic Voting. The members have the options to vote either by physical ballot or e- voting.

**Prevention of Insider Trading:-**

To comply with the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the Company has adopted a code of internal procedures for prevention of any unauthorized trading in the shares of the Company by the insiders. The Company Secretary cum Compliance officer is responsible for implementation of the Code.

**Code of Conduct:-**

In compliance with Regulation 26(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013, the Company has framed and adopted the code of conduct and ethics. The Board of Directors has laid down Code of Conduct for all Board Members and Senior Management of the Company. All the Board Members and senior management personnel have affirmed compliance with the code of conduct.

**Secretarial Audit:-**

A qualified Practicing Company Secretary carried out secretarial audit to reconcile the total admitted Equity Share Capital with National Securities Depository Limited and the Central Depository Services Limited and the total issued and Listed Equity Share Capital. The Secretarial Audit Report confirms that the total Issued / Paid up Capital is in agreement with the total number of shares in physical form and the total number of dematerialized share held with NSDL and CDSL.

**Management Discussion and Analysis Report:-**

The Management Discussion and Analysis Report for the year under review, as stipulated under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") are given in a separate section and forms part of the Annual Report.

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**Disclosure:-**

The Company has complied with all requirements of the Listing Regulation entered into with the Stock Exchanges as well as the regulations and guidelines of SEBI. Consequently, there were no strictures or penalties imposed either by SEBI or Stock Exchange or any Statutory Authority for non-compliance of any matter related to the Capital Markets during the last three years.

There are no significant transaction with the related parties namely, promoters / Directors or the management, their Associates or relatives etc. that may have a conflicting with the interest of the Company.

The Company has not raised any proceeds from public issue, rights issue, and preferential issue and also not issued any GDRs /ADRs /Warrants/ Equity share or any Convertible instruments or any other instruments during the year under review.

The guidelines/ Indian Accounting Standards (IND AS) laid down by the Institute of Chartered Accountants of India and prescribed under Section 133 of the Companies Act, 2013 have been followed in preparation of financial statements of the company in all material respects.

The Company does not have any subsidiary.

The Board of Directors has adopted the Vigil Mechanism/ Whistle Blower Policy. The Policy has provided a mechanism for Directors, Employees and other persons dealing with the Company to report to the Chairman of the Audit Committee, any instance of unethical behavior, actual or suspected fraud or violation of the Code of Conduct of the Company.

The Company has complied with all mandatory requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The non -mandatory requirements, to the extent followed by the company have been stated in this report.

**Means of Communication:-**

The quarterly/half yearly and audited financial results of the Company are published in leading English/Bengali (Regional) newspapers.

The quarterly results as well as the proceedings of the AGM / EGM are submitted to the respective stock exchanges immediately after conclusion of the respective Meeting.

The Company is in compliance with the provisions of the Listing Regulation of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 pertaining to the intimation of notice of Board Meeting, publication of notice and results, outcome of the Meeting etc.

The information is also made available to the investors on the Company website, [www.shreetulsionline.com](http://www.shreetulsionline.com). The Company has complied with filing submission through BSE's Online Portal. All Financial and other vital information are promptly communicated to Stock Exchanges where the Company's Shares are listed.

**Share Transfer System:-**

Effective 1st April, 2019 SEBI has amended Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018, which deals with transfer or transmission or transposition of securities. According to this amendment, the requests for affecting the transfer of listed securities shall not be processed unless the securities are held in dematerialised form with a Depository. Therefore, for affecting any transfer, the securities shall mandatorily be required to be in demat form.

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According to SEBI, this amendment will bring the following benefits:

- It shall curb fraud and manipulation risk in physical transfer of securities by unscrupulous entities.
- Transfer of securities only in demat form will improve ease, convenience and safety of transactions for investors.

### **Compliance of Share Transfer formalities: -**

As per the requirement of Regulation 40(9) of the Listing Regulations, the Company has obtained the half yearly certificates from the Company Secretary in practice for due compliance of share transfer formalities. The number of shares transferred/transmitted in physical form during F.Y. 2018 - 2019 is NIL.

### **Nomination:-**

Individual Shareholders holding shares singly or jointly in physical form can nominate a person in whose name the shares shall be transferable in case of death of the registered shareholder(s). Nomination facility in respect of shares held in electronic form is also available with the depository participants as per the bye-laws and business applicable to NSDL and CDSL nomination forms can be obtained from the Company's Registrar and Share Transfer Agents.

### **Income Tax Pan Mandatory for Transfer of Securities:-**

As per Regulation 40(7) read with Schedule VII of the Listing Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for registration of transfer of securities, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN card to the list identity for registration of transfer of securities.

### **Dematerialization of Shares:-**

As on 31st March, 2019, 84.77 % i.e. 19,803,983 Equity Shares of Company share capital are dematerialized and balance of 15.23 % i.e. 3,558,577 Equity Shares is held in physical form. In order to facilitate the investors to have an easy access to demat system, the Company has joined with both depositories viz. National Security Depository Limited (NSDL) and Central Depository Services (India) Ltd. (CDSL) through the Company Registrar & Share Transfer Agent, M/s. Adroit Corporate Services Private Limited, Mumbai.

#### **A. De-mat initiative**

Why De-mat: -

- |   |  |
|---|--|
| ➤ Easy portfolio monitoring   | ➤ Immediate transfer/trading of securities   |
| ➤ No physical shares can be transferred from 1st April 2019                   | ➤ Periodic status reports and information available on internet  |
| ➤ Elimination of all risks associated with physical certificates              | ➤ Saves the shareholder from going through cumbersome legal processes to reclaim the lost/ pilfered certificates |
| ➤ Elimination of bad deliveries & Faster settlement cycle                     | ➤ Postal delays and loss of shares in transit is prevented   |
| ➤ Immediate transfer/trading of securities                                    | ➤ Ease related to change of address  |
| ➤ No stamp duty is paid on transfer of shares                                 | ➤ Ensures faster communication to investors  |
| ➤ Faster disbursement of non-cash corporate benefits like Rights, Bonus, etc. | ➤ Provides more acceptability and liquidity of securities  |

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In view of the above, all the investors who are holding shares in physical form, should consider opening a demat account at the earliest and submit request for dematerialisation of their shares in order to protect the liquidity of the shares.

**B. Depository Services**

Members may write to the respective Depository or to RTA (M/s. Adroit Corporate Services Private Limited) for guidance on depository services. Address for correspondence with the Depositories is as follows:

- National Securities Depository Limited  
Trade World, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai-400 013  
Tel. No. : 022 2499 4200 ,Fax No. : 022 2497 6351, e-mail : [info@nsdl.co.in](mailto:info@nsdl.co.in) ,website : [www.nsdl.co.in](http://www.nsdl.co.in)
  
- Central Depository Services (India) Limited  
Marathon Futurex, A-Wing, 25th floor, N. M. Joshi Marg, Lower Parel, Mumbai 400 013  
Tel. No.: 022 2272 3333, Fax No.: 022 2272 3199, e-mail: [investor@cdslindia.com](mailto:investor@cdslindia.com) website: [www.cdslindia.com](http://www.cdslindia.com)

**Board Diversity Policy:-**

In compliances with the provision of the Listing Regulations, 2015, the Board through its Nomination and Remuneration Committee has devised a Policy on Board Diversity.

The objective of the Policy is to ensure that the Board comprises adequate number of members with diverse experience and skills, experience, such that it best serves the governance and strategic needs of the Company leading to competitive advantage. The Board composition at present meets with the above objective.

**Whole Time Director / CFO Certification:-**

The Whole Time Director and CFO have given appropriate certification to the Board as required Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**General Shareholders Information:-**

- a) Company Secretary cum Compliance Officer:-  
Mr. Sashi Sekhor Choudhary  
4, N.S. Road, 1<sup>st</sup> Floor, Kolkata-700001  
Tel: +91-33-22624717
  
- b) Date, Time & Venue of the Annual General Meeting of Shareholders:-  
  
23<sup>rd</sup> day of September, 2019, Monday, at 10:30 a.m. at O2, VIP Hotel, VIP Road, Kaikhali, Kolkata-700052
  
- c) Particulars of Financial Calendar:-

First Quarter Results	:	within 45 days from the end of first quarter
Second Quarter Results	:	within 45 days from the end of second quarter
Third Quarter Results	:	within 45 days from the end of third quarter
Financial Year Results	:	within 60 days from the end of financial year

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- d) Dates of Book Closure : 17/09/2019 to 23/09/2019
- e) Dividend Payment : NIL
- f) Listing on Stock Exchanges:-  
The Calcutta Stock Exchange Limited (CSE), Kolkata, Metropolitan Stock Exchange of India Limited (MSEI), Mumbai and BSE Limited (under permitted category), Mumbai.  
Annual Listing Fee has been paid for financial year 2018-2019 to MSEI & CSE
- g) Stock Exchange Codes : 25061 (CSE), 590128 (BSE) & SHREETULSI (MSEI)
- h) Demat ISIN in NSDL and CDSL : INE130D01037
- i) Corporate Identity Number (CIN) : L99999WB1982PLC035576
- j) Registrar of Share transfer Agent (For Physical Copy) : M/s. Adroit Corporate Services Private Limited  
19-20, Jafferbhoy Industrial Estate, 1st Floor,  
Makwana Road, Marol Naka, Andheri (E),  
Mumbai-400059  
Tel: (022) 42270400, 28596060  
Fax: (022) 28503748  
[Email: info@adroitcorporate.com](mailto:info@adroitcorporate.com)  
[Website: www.adroitcorporate.com](http://www.adroitcorporate.com)
- k) Market price data of shares traded, High / Low of Market Price of Company share:

Market price Data high, Low & Volume at BSE during F.Y. 2018-19 is given below:

Months	High (Rs.)	Low (Rs.)	Volume (No. of Shares)
April 2018	13.65	13.65	12
May 2018	14.8	12.97	4046
June 2018	15.4	15.39	4061
July 2018	17.65	15.70	169
August 2018	15.7	14.40	62025
September 2018	14.00	11.56	53218
October 2018	11.50	7.67	149870
November 2018	7.29	6.27	168822
December 2018	7.05	3.92	157849
January 2019	4.00	2.60	55660
February 2019	2.65	2.49	169388
March 2019	2.45	2.37	198684

**Further, there has been no trade at The Calcutta Stock Exchange Limited (CSE) & MSEI.**

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- l) Performance in comparison to broad-based indices:

Company's Share Price	BSE	Indices	BSE
As at 17.04.2018	13.65	As at 17.04.2018	34395
As at 28.03.2019	02.37	As at 29.03.2019	38546
Change%	-82.64	Change%	12.07

Note: There has been no trade at CSE & MSEI.

- m) During the year the Company had no debt instrument or any fixed deposit or any scheme or proposal of the listed company involving mobilization of funds, whether in India or abroad. Accordingly, obtaining Credit Rating during the F.Y. 2018-19 is not applicable to the Company.
- n) Distribution of Shareholdings:-

Categories of shareholders as on 31/03/2019:-

Category	No. of shareholders	No. of shares	% of Equity Share Capital
Promoter	12	10554318	45.18%
Other Body Corporate	109	6590289	28.24%
Individual	1881	6217953	26.61%
<b>Total</b>	<b>2002</b>	<b>23362560</b>	<b>100%</b>

No. of Equity Share held	No. of Shareholders	% of Shareholders	No. of Shares	% of Shares
Upto 500	956	47.75	210704	1.08
501 - 1000	566	28.27	444411	1.90
1001 - 2000	176	8.79	245270	1.05
2001 - 3000	80	4.00	194970	0.83
3001 - 4000	35	1.75	124649	0.53
4001 - 5000	22	1.10	100663	0.43
5001 - 10000	84	4.20	602547	2.58
10001 - 20000	24	1.20	354723	1.52
20001 - 50000	26	1.30	800196	3.43
50001 & Above	33	1.65	20284427	86.82
<b>Total</b>	<b>2002</b>	<b>100</b>	<b>23362560</b>	<b>100.00</b>

Note: Distribution / Categories of Shareholdings as given above are on folio no(s) wise, whereas Share Holding Pattern, pursuant to Regulation 31 of the SEBI (LODR) Regulation 2015 vide circular No. CIR/CFD/CMD/13/2016 dated 30th November, 2015, filed with Stock Exchanges were consolidated on the basis of the PAN, to avoid multiple disclosures of shareholding of the same person.

- o) Company has not issued any Global Depository Receipts or American Depository Receipts or warrant or any convertible instruments or conversion date and likely impact on equity during the F.Y. 2018-19.
- p) No commodity price risk or foreign risk and hedging activities during the F.Y. 2018-2019.



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q) Other Disclosure: -

- There were no materially significant related part transactions during the year which have potential conflict with the interest of the Company at large.
- There was no non-compliance, penalties, strictures imposed on the Company by Stock Exchanges, the Securities and Exchange Board of India or any statutory authority, on any matter related to Capital Markets, during the last three years.
- The Company has adopted Whistleblower Policy & Vigil Mechanism for directors, employees and stakeholders to report concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct. The said policy has been posted on the Company's website at [www.shreetulsionline.com](http://www.shreetulsionline.com). The Company affirms that no personnel have been denied access to the Audit Committee of Directors.
- The policy for determining material subsidiaries has been uploaded on the Company's website at [www.shreetulsionline.com](http://www.shreetulsionline.com).
- The policy on dealing with related party transactions has been uploaded on the Company's website at [www.shreetulsionline.com](http://www.shreetulsionline.com).
- The Company did not raise any funds through preferential allotment or qualified institutions placement as specified under regulation 32 (7A) during the year under review.
- A certificate from a Company Secretary in practice has been received stating that none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of the company by SEBI/Ministry of Corporate Affairs or any such statutory authority.
- All the recommendations (if any) of the various committees were dealt by the Board.
- During the year, details of fees paid/ payable to the Statutory Auditors has been disclosed by Company in Note No. 23 of Financial Statements under the other expenses head and notes to accounts respectively for the year ended 31st March, 2019.
- The Company does not have any Subsidiaries.
- Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 has disclosed in this Board Report.
- The Company has complied with all the requirements of Corporate Governance Report as stated under sub para (2) to (10) of section (C) of Schedule V to the Listing Regulations.
- The Company has complied with all the requirements of corporate governance as specified in Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the Listing Regulations.
- The Company follows Indian Accounting Standards (Ind AS) issued by the Ministry of Corporate Affairs in the preparation of its financial statements.
- The Company has obtained compliance certificate from the Practicing Chartered Accountants on corporate governance, which is attached herewith in this Annual Report.

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- As required under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2, particulars of Directors seeking appointment/re-appointment at the forthcoming AGM are given in the Notice of the AGM.

**Declaration of Code of Conduct**

This is to confirm that the Company has adopted a code of conduct for the members of the Board and the Senior Management Personnel in compliance with Listing Regulations 26(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, aligned with Companies Act, 2013. I hereby confirm that the Board and the Senior Management Personnel of the Company have complied with the code of conduct in respect of the financial year ended 31.03.2019.

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**By Order of the Board**  
**For Shree Tulsi Online.Com Limited**

**Abhishek Kumar Jain**  
**( Director)**  
**(DIN: 00054582)**

**Vinod Kumar Bothra**  
**(Whole TimeDirector)**  
**(DIN: 00780848)**

**Place:** Kolkata

**Date:** 14<sup>th</sup> day of August, 2019

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**Whole Time Director /CFO Certification**

To The Board of Directors of Shree Tulsi Online.Com Limited

We, the undersigned, in our respective capacities as Whole Time Director and Chief Financial Officer of Shree Tulsi Online.Com Limited, to the best of our knowledge and belief certify that;

1. We have reviewed the Financial Statements and the Cash Flow Statement for the year ended 31st March, 2019 and that to the best of our knowledge and belief, we state that:
  - I. these statements do not contain any materially untrue statement or omit any material fact or contain statements that may be misleading;
  - II. these statements together present a true and fair statement of the Company's Affairs and are in compliance with the existing accounting standard, applicable laws and regulations.
2. We further state that, to the best of our knowledge and belief, there are no transactions entered into by the Company during the year ended 31st March, 2019, which are fraudulent, illegal or in violation of the Company's Code of Conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
4. We have indicated, to the Auditors and the Audit Committee:
  - I. that there have been no significant changes in internal control over financial reporting during the year;
  - II. that there have been no significant changes in accounting policies during the year; and
  - III. that there have been no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or employees having a significant role in the Company's internal control systems over financial reporting.

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**By Order of the Board**  
**For Shree Tulsi Online.Com Limited**

**Vinod Kumar Bothra**  
**(Whole-Time Director)**  
**(DIN: 00780848)**

**Biresh Kumar Thaker**  
**(CFO)**

**Place:** Kolkata  
**Date:** 28<sup>th</sup> May, 2019

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**INDEPENDENT AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE**

**To, the Members of Shree Tulsi Online.Com Limited**

We have examined the compliance of conditions of Corporate Governance by Shree Tulsi Online.Com Limited ("the Company") for the year ended on 31st March, 2019, as stipulated in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and para C and D of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations').

**Managements' Responsibility: -**

The Compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in the SEBI Listing Regulations.

**Auditor's Responsibility: -**

Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statement of the Company.

We have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.

We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India (the ICAI), the Standards on Auditing specified under Section 143(10) of the Companies Act, 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

**Opinion: -**

Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has generally complied with the conditions of Corporate Governance as stipulated in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and para C and D of Schedule V of the SEBI Listing Regulations during the year ended 31st March, 2019, to the extent possible and as applicable to it.

We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

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**Restrictions on use: -**

This certificate is issued solely for the purposes of complying with the aforesaid Regulations and may not be suitable for any other purpose.

**For KSA & Co.**  
**Chartered Accountants**  
**Firm registration No: 003822C**

**Rasmi Ranjan Jati**  
**Partner**  
**Membership No: 511397**

Place: Kolkata  
Date: August 14, 2019

UDIN: 19511397AAAACK3742

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**MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

Pursuant to Listing Regulation of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 aligned with Companies Act, 2013, the Management Discussion & Analysis Report for the year under review is given below;

**Background:-**

The Management Discussion and Analysis Report sets out the developments in the business, the Company's performance since the last Report and the future outlook. This Report is part of the Director's Report and the Audited Financial Statements, forming part of the Annual Report. However, certain statements made in this Report relating to the projections, outlook, expectations, estimates, etc, may constitute "forward looking statements" within the meaning of applicable laws and regulations and may differ from actual. Several factors could make a significant difference to the Company's operations, including climatic conditions, economic conditions affecting demand and supply, government regulations, revision in government policies, taxation and natural calamities over which the Company does not have any control.

**Overview:-**

The integration of the domestic economy through the twin channels of trade and capital flows has accelerated in the past two decades which in turn led to the Indian economy growing from ₹ 32 trillion (US\$ 0.50 trillion) in 2004 to about ₹ 332.6 trillion (US\$ 5 trillion) by 2025. Simultaneously, the per capita income also nearly trebled during these years. India's trade and external sector had a significant impact on the GDP growth as well as expansion in per capita income. With the micro-economic and macroeconomic foundations laid over the last five years, the Indian economy is ready to shift gears so that economic growth, jobs and exports can be pushed up to the next level.

**Capital Inflows**

According to data released by the Reserve Bank of India (RBI), India's foreign exchange reserves were US\$ 378.805 million as on March 22, 2019.

**Future Outlook**

India is presently known as one of the most important players in the global economic landscape. Its trade policies, government reforms and inherent economic strengths have attributed to its standing as one of the most sought after destinations for foreign investments in the world. Also, technological and infrastructural developments being carried out throughout the country augur well for the trade and economic sector in the years to come.

Reacting to the overall merchandise exports figures for the FY 2018-19, Federation of India Export Organisation (FIEO) said that exports registered an all-time high of USD 331 billion for the fiscal (from the previous best of USD 314.4 billion recorded in 2013-14) with a growth of 9.06 percent as against last fiscal. The exports performance is all the more remarkable as it was recorded when global growth is crumbling.

FIEO President also hailed the dedicated and hard work put in by the exporting community, which led to such an impressive growth despite major challenges including protectionism, tough global conditions and constraints on the domestic front. Healthy growth in exports have come at a time even when the World Trade Organization has cut global trade forecast to 2.6% in 2019 from 3% in 2018 and global trade contracted in the first quarter of 2019.

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Economies across Asia specially China and South East Asian nations have been showing signs of sluggishness with contraction in manufacturing due to slowdown in the global trade and fragile world economy, almost all value-added product segment of exports have shown impressive growth.

Demand for urgent and immediate support including the issue of augmenting the flow of credit, higher tax deduction for R&D, outright exemption from GST, Online ITC refund, interest equalization support to agri exports, benefits on sales to foreign tourists and exemption from IGST under Advance Authorization Scheme with retrospective effect. Besides these, budgetary support for marketing and exports related infrastructure are some of the other key issues, which needs to be looked into immediately.

**Companies Market Environment & Business Segment:**

Shree Tulsi Online.Com Limited is engaged in the business of trading in commodities and its allied products and dealing other concern activities with an excellent track record of growth in the Indian domestic market. The Company adherence to strong business ethics and transparent corporate policies, with a stable political environment, this is probably the most conducive period for a steady pace of implementation of policy reforms.

**Basis of preparation and presentation of our Financial Statements:-**

The Financial Statements have been prepared and presented under the historical cost convention, unless otherwise specifically stated, on the accrual basis of accounting and comply with the applicable accounting standards referred to in the Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014.

**Review of Operation:-**

The Company operates mainly in Indian Market. The management of Shree Tulsi Online.Com Limited presents the analysis of performance of the Company for the Financial Year 2018-19 and its outlook for the future. This outlook is based on assessment of the current business environment. It may vary due to future economic and other developments. Total revenue from operation of the Company was declined during the year at ₹ 6,90,942 in the comparison of previous year of ₹ 43,71,212.

**Opportunities and Threats:-**

**Opportunities**

The niche for growth within the current market players and the new comers will continue to provide support to the business. Also, the Start-up policy and fostering 'entrepreneur' spirit will create more employment opportunities in the country. Make in India initiative and increased incentives for the global players to set-up their facilities in India to aid in more employment generation and business in consultancy sector. Also, reduction in tax base rates from 30 to 25 percent for the capped turnover would be beneficial for the Company in the current situation.

**Threats**

- a) Competition in the Indian market from large traders
- b) Unfavorable Government regulations
- c) Unfavorable macro-economies and micro-economies conditions
- d) Recession in Industrialization and business environment
- e) Unable to retain talented staff if recruited by competitors
- f) Inability of retain top talented team members
- g) Geographically located in East India and presently not covering pan India
- h) Increase cost of operations

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**Risk and Concerns:-**

Uncertainties in business offer opportunities and downside risks. Consequently, the Company recognizes the importance of well-structured system to identify and manage the different elements of risk.

Pressure on margins, high manpower and infrastructure cost, availability of substitutes, higher overheads, are some factors which could impact adversely especially as we strive to tap into the competitive markets.

**Internal Financial Control and their Adequacy:-**

The Company has in place well-defined internal control mechanisms and comprehensive internal audit programs with the activities of the entire organization under its ambit.

**Human Resources:-**

Human Resources Development envisages the growth of the individual in tandem with the organization. It also aims at the upliftment of the individual by ensuring an enabling environment to develop capabilities and to optimize performance.

Your Directors want to place on record their appreciation for the contribution made by employees at all levels, who through their steadfastness, solidarity and with their co-operation and support have made it possible for the Company to achieve its current status

The Company, on its par, would endeavor to tap individual talents and through various initiatives, ingrain in our human resources, a sense of job satisfaction that would, with time, percolates down the line. It is also the endeavor of the Company to create in its employees a sense of belonging, and an environment that promotes openness, creativity and innovation.

**Material Developments in Human Resources:-**

Our professionals and employees are our most important assets. We believe that the quality and level of service that they deliver is a huge contributing factor in growth and development of the Company.

**Discussion of Financial Performance:-**

Directors of your Company are very hopeful to build up the performance of the company and post better results in the forthcoming financial year and to add value to the shareholders. The Company is hopeful of improving its turnover and bottom line and hopeful of posting better revenue ahead. Financial Highlights with respect to Operational Performance is as under:

Particulars	(Amount in ₹)		
	2018-19	2017-18	2016-17
Profit Before Tax	(83,88,167)	61,105	5,553,078
Profit after Tax	(600,72,443)	26,097	540,991
Earning Per Share	(2.57)	0.00	0.02

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**Details of Significant Changes:-**

Sl. No.	Particular	F.Y. 18-19	F.Y. 17-18	Reason
1	Debtor Turnover Ratio (Months)	-	8.28	Due to NIL revenue from oerations.
2	Inventory Turnover Ratio	-	1.05	Due to NIL revenue from oerations.
3	Interest Coverage Ratio	-	-	Not Applicable
4	Current Ratio	6.08	6.86	
5	Debt Equity Ratio	-	-	Not Applicable
6	Operating Profit Margin Ratio	0.00%	2.82%	Due to NIL revenue from oerations as compared with previous year. Also, inventories were obsolete which were written off from the stock and accounting of provisions for bad and doubtfull debts were accounted in the current year. Calculation excludes exceptional items, taxes and finance cost
7	Net Profit Margin Ratio	0.00%	1.20%	Due to NIL revenue from oerations and increased expenses. Calculation excludes exceptional items
8	Return on Network	-37.72	0.01	Due to NIL revenue from oerations and increased expenses.

**Cautionary Statement:-**

Statements made in the 'Management Discussion and Analysis Report' describing the Companies' objectives, expectations or predictions may be forward looking within the meaning of applicable securities laws and regulations. Actual results may differ materially from those expressed in the statement important factors that influence the Company's operations, include global and domestic supply and demand conditions. We undertake no obligation to publicly update any forward looking statements, whether as a result of new information, future events or otherwise. Readers are cautioned not to place undue reliance on these forward looking statements that speak only of their dates.

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**INDEPENDENT AUDITORS' REPORT**

**To, the Members of Shree Tulsi Online.Com Limited**

**Report on the Audit of the Ind AS Financial Statements: -**

We have audited the accompanying financial statements of Shree Tulsi Online.Com Limited ("the Company"), which comprise the Balance Sheet as at 31st March, 2019, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, including Ind AS specified under Section 133 of the Act, of the state of affairs (financial position) of the Company as at 31st March 2019, and its profit (financial performance including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

**Basis for Opinion:-**

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

**Key Audit Matters:-**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

**We have determined the matters described below to be the key audit matters to be communicated in our report.**

<b>Key audit matter</b>	<b>How our audit addressed the key audit matter</b>
<p><b>Regulations - Litigations and claims/ uncertain tax positions</b></p> <ul style="list-style-type: none"> <li>• The Company is exposed to a variety of different Central and State/Local laws, regulations and interpretations thereof. In this regulatory environment, there is an inherent risk of litigations and claims.</li> <li>• Consequently, provisions and contingent liability disclosures may arise from direct and indirect tax proceedings, legal proceedings, including regulatory and other government/department proceedings, as well as investigations by authorities and commercial claims.</li> <li>• At 31 March 2019, the Company's contingent liabilities were Rs.33.48 Lakhs (refer note 23 to the Ind AS financial statements).</li> <li>• Management applies significant judgement in</li> </ul>	<p><b>Audit Procedures involved:-</b></p> <ul style="list-style-type: none"> <li>• Review the outstanding litigations against the Company for consistency with the previous years. Enquire and obtain explanations for movement during the year.</li> <li>• Reading the latest correspondence between the Company and the various tax/legal authorities and review of correspondence with / legal opinions obtained by the management, from external legal advisors, where applicable, for significant matters.</li> <li>• Discussing the status of significant litigation with the Company's in-house Legal Counsel and other senior management personnel and assessing their responses.</li> <li>• With respect to tax matters, involving our tax specialists, and discussing with the Company's</li> </ul>

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<b>Key audit matter</b>	<b>How our audit addressed the key audit matter</b>
<p>estimating the likelihood of the future outcome in each case when considering whether, and how much, to provide or in determining the required disclosure for the potential exposure of each matter. This is due to the highly complex nature and magnitude of the legal matters involved along with the fact that resolution of tax and legal proceedings may span over multiple years, and may involve protracted negotiation or litigation.</p> <ul style="list-style-type: none"> <li>• These estimates could change substantially over a period of time as new facts emerge and each legal case progresses.</li> <li>• Given the inherent complexity and magnitude of potential exposures across the Company and the judgement necessary to estimate the amount of provisions required or to determine required disclosures, this is a key audit matter.</li> </ul>	<p>officers and Legal Counsel, their views and strategies on significant cases, as well as the related technical grounds relating to their conclusions based on applicable tax laws.</p> <ul style="list-style-type: none"> <li>• Assessing the decisions and rationale for provisions held or for decisions not to record provisions or make disclosures.</li> <li>• For those matters where management concluded that no provisions should be recorded, considering the adequacy and completeness of the Company's disclosures.</li> </ul>

**Information other than the Financial Statements and Auditor's Report thereon**

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the financial statements and our auditors' report thereon.

Our opinion on the standalone Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone Ind AS financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

**Management's Responsibility for the Financial Statements: -**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance (including other comprehensive income), cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards ("IND AS") specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone Ind AS financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

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**Auditor's Responsibilities for the Audit of the standalone Ind AS financial statements:-**

Our objectives are to obtain reasonable assurance about whether the standalone Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone Ind AS financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone Ind AS financial statements, including the disclosures, and whether the standalone Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone Ind AS financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

**Other Matter: -**

The audited standalone financial statements for the year ended 31st March 2018, was carried out and reported by M/s. Mohindra Arora & Co., vide their unmodified audit report dated 29th May 2018, whose report has been furnished to us by the management and which has been relied upon by us for the purpose

**SHREE TULSI ONLINE.COM LIMITED**  
**L99999WB1982PLC035576**

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of our audit of the standalone financial statements. Our audit report is not qualified in respect of this matter.

**Report on Other Legal and Regulatory Requirements: -**

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in "Annexure A", a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, based on our audit, we report, to the extent applicable that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - c. The standalone financial statements dealt with by this Report are in agreement with the relevant books of account;
  - d. In our opinion, the aforesaid financial statements comply with the IND AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
  - e. On the basis of written representations received from the directors as on 31st March, 2019, taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019, from being appointed as a director in terms of Section 164(2) of the Act.
  - f. With respect to the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B".
  - g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014,(as amended from time to time) in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company has disclosed the impact of pending litigations on its financial position in notes to the financial statements - Refer Note 23 to the financial statements;
    - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
    - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company;

**For KSA & Co.**  
**Chartered Accountants**  
**Firm registration No: 003822C**

**Rasmi Ranjan Jati**  
**Partner**  
**Membership No: 511397**

Place: Kolkata  
Date: May 28, 2019

**SHREE TULSI ONLINE.COM LIMITED**  
**L99999WB1982PLC035576**

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**“ANNEXURE A” TO THE INDEPENDENT AUDITORS’ REPORT**

**(Referred to in paragraph 1 under the heading ‘Report on Other Legal and Regulatory Requirements’ of our Report of even date)**

- i. In respect of its property, plants and equipments:
  - a. The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plants and equipments;
  - b. As explained to us, the property, plants and equipments have been physically verified by the management at reasonable intervals. No material discrepancies were noticed on such physical verification.
  - c. According to the information and explanations given to us, there are no immovable properties owned by the Company under property, plants and equipments. Accordingly, paragraph 3 (i) (c) of the Order is not applicable to the Company.
- ii. The Company does not have any inventory as at 31st March, 2019. Accordingly, clause (ii) of paragraph 3 of the Order is not applicable to the Company.
- iii. The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Companies Act, 2013. Accordingly, clauses (iii) (a) to (c) of paragraph 3 of the Order are not applicable to the Company.
- iv. According to the information and explanations given to us, the company has not provided any loans, guarantees or securities which fall under the purview of Section 185 of the Companies Act, 2013. The Company has complied with the provisions of Section 186 of the Act, in respect of investments made and outstanding at the year- end.
- v. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public, in terms of the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 of the Act or any other relevant provisions of the Companies Act, 2013 and the Rules framed thereunder. Accordingly, clause (v) of paragraph 3 of the Order is not applicable to the Company.
- vi. As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub - section (1) of Section 148 of the Companies Act, 2013 in respect of the activities carried on by the Company. Accordingly, clause (vi) of paragraph 3 of the Order is not applicable to the Company.
- vii. In respect of statutory dues:
  - a. According to the information and explanations given to us and based on our examination of the records of the Company, the Company is generally regular in depositing undisputed statutory dues including provident fund, employees’ state insurance, income tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues, as applicable to the Company with the appropriate authorities.

According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid statutory dues, were in arrears as at 31st March, 2019, for a period of more than six months from the date they became payable except Income Tax dues amounting to Rs. 18,47,258/-.

**SHREE TULSI ONLINE.COM LIMITED**  
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- b. According to the records of the Company, there are no dues of sales tax or service tax or duty of customs or duty of excise or value added tax which have not been deposited on account of any dispute other than the Income Tax. According to the Information and explanations given to us, the dues in respect of Income Tax that has not been deposited with appropriate authorities on account of dispute and the forum where the disputes are pending are given below:

Name of the Statute	Nature of Dues	Period to which it relates	Amount (in ₹)	Forum where dispute is pending
Income Tax Act, 1961	Income Tax	A.Y.:2011-2012	2,205,865/-	ITO
		A.Y.:2012-2013	1,142,467/-	

- viii. The Company has not raised/obtained any loans or borrowings from financial institutions or banks or government or by issue of debentures. Accordingly, paragraph 3 (viii) of the Order is not applicable to the Company.
- ix. The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable to the Company.
- x. According to the information and explanations given to us and based on audit procedures performed and representations obtained from the management, we report that no fraud by the Company or any fraud on the company by its officers or employees has been noticed or reported during the year under audit.
- xi. According to the information and explanations given to us, the Company has paid / provided managerial remuneration in accordance with the requirements of the provisions of Section 197 read with Schedule V to the Companies Act, 2013.
- xii. According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, paragraph 3 (xii) of the Order is not applicable to the Company.
- xiii. According to the information and explanations given to us, during the year under review, the Company has not entered into any transaction with Related Parties that require approval under Section 177 and Section 188 of the Companies Act, 2013 and the Rules made thereunder. Accordingly, paragraph 3(xiii) of the Order is not applicable to the Company.
- xiv. During the year under review, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures. Accordingly, paragraph 3(xiv) of the Order is not applicable to the Company.
- xv. According to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors, hence, provisions of Section 192 of the Companies Act, 2013 are not applicable to the company. Accordingly, reporting under clause (xv) of Paragraph 3 of the Order is not applicable to the Company.

**SHREE TULSI ONLINE.COM LIMITED**  
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xvi. According to the information and explanations given to us, the Company is not required to be registered under Section 45- IA of the Reserve Bank of India Act, 1934.

**For KSA & Co.**  
**Chartered Accountants**  
**Firm registration No: 003822C**

**Rasmi Ranjan Jati**  
**Partner**  
**Membership No: 511397**

Place: Kolkata  
Date: May 28, 2019



**SHREE TULSI ONLINE.COM LIMITED**  
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**“ANNEXURE B” TO THE INDEPENDENT AUDITORS’ REPORT**

**(Referred to in paragraph 2(f) under the heading ‘Report on Other Legal and Regulatory Requirements’ section of our Report of even date)**

**Independent Auditors’ Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls over financial reporting of Shree Tulsi Online.Com Limited (“the Company”), as of 31st March, 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

**Management’s Responsibility for Internal Financial Controls: -**

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditor’s Responsibility: -**

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

**Meaning of Internal Financial Controls over Financial Reporting: -**

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and Directors of the Company; and (3) provide reasonable

**SHREE TULSI ONLINE.COM LIMITED**  
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assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls over Financial Reporting: -**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion: -**

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For KSA & Co.**  
**Chartered Accountants**  
**Firm registration No: 003822C**

**Rasmi Ranjan Jati**  
**Partner**  
**Membership No: 511397**

Place: Kolkata  
Date: May 28, 2019

**SHREE TULSI ONLINE.COM LIMITED**  
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**BALANCE SHEET AS AT 31ST MARCH 2019**

Particulars	Note No.	As at 31st March 2019 ₹	As at 31st March 2018 ₹
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment	2	2,72,08,662	2,72,47,181
Financial assets			
Investments	3	1,68,95,370	1,78,15,756
Other financial assets	4	11,67,64,973	16,68,99,475
Deferred tax assets (net)	5	4,96,022	4,96,022
<b>Total Non-Current Assets</b>		<b>16,13,65,027</b>	<b>21,24,58,434</b>
<b>Current assets</b>			
Inventories	6	-	17,22,520
Financial assets			
Trade receivable	7	-	42,32,448
Cash and cash equivalents	8	3,78,298	3,34,983
Loans & Advances	9	-	1,00,00,000
Other financial assets	10	1,17,20,960	61,55,877
Other current assets	11	1,07,349	8,727
<b>Total Current Assets</b>		<b>1,22,06,607</b>	<b>2,24,54,555</b>
<b>Total Assets</b>		<b>17,35,71,634</b>	<b>23,49,12,989</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity Share capital</b>			
Equity Share capital	12	23,36,25,600	23,36,25,600
Other Equity	13	(6,20,60,506)	(19,88,063)
<b>Total equity</b>		<b>17,15,65,094</b>	<b>23,16,37,537</b>
<b>LIABILITIES</b>			
<b>Non-current liabilities</b>			
Financial liabilities			
Borrowings		-	-
Other financial liabilities		-	-
Deferred tax liabilities (net)		-	-
<b>Total Non- Current Liabilities</b>		<b>-</b>	<b>-</b>
<b>Current liabilities</b>			
Financial liabilities			
Borrowings		-	-
Trade payables		-	-
Other financial liabilities		-	-
Other current liabilities	14	1,59,282	14,24,236
Current tax liabilities	15	18,47,258	18,51,216
<b>Total Current Liabilities</b>		<b>20,06,540</b>	<b>32,75,452</b>
<b>Total Equity and Liabilities</b>		<b>17,35,71,634</b>	<b>23,49,12,989</b>

Significant Accounting Policies 1

The accompanying notes are an integral part of the financial statements.

As per our report of even date.

**For M/s. KSA & Co.**

Firm Registration Number - 003822C

Chartered Accountants

**For and on behalf of the Board of Directors**

**Rasmi Ranjan Jati**

Partner

Membership No. 511397

**Vinod Kumar Bothra**

(Whole Time Director)

DIN: 00780848

**Abhishek Kumar Jain**

(Director)

DIN: 00054582

Place: Kolkata

Date: 28th day of May, 2019

**Sashi Sekhor Chowdhury**

(Company Secretary)

**Biresh Kumar Thaker**

(Chief Financial Officer)

**SHREE TULSI ONLINE.COM LIMITED**  
**L99999WB1982PLC035576**

**STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON 31ST MARCH 2019**

Particulars	Note No.	For the Year Ended 31st March, 2019	For the Year Ended 31st March, 2018
		₹	₹
<b>Income:</b>			
Revenue from Operations (Gross)	16	-	21,70,500
Other Income	17	6,90,942	22,00,712
<b>Total Revenue</b>		<b>6,90,942</b>	<b>43,71,212</b>
<b>Expenses:</b>			
Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	18	17,22,520	7,01,500
Employee Benefit Expenses	19	10,45,042	13,44,595
Depreciation and Amortisation Expenses	20	38,519	2,28,922
Finance Cost		-	-
Other Expenses	21	62,73,028	20,35,090
<b>Total Expenses</b>		<b>90,79,109</b>	<b>43,10,107</b>
<b>Profit before Exceptional Items and Tax</b>		<b>(83,88,167)</b>	<b>61,105</b>
<b>Exceptional Items</b>	22	5,14,34,448	-
<b>Profit before Tax</b>		<b>(5,98,22,615)</b>	<b>61,105</b>
<b>Tax Expense:</b>			
-Current Tax	5	-	-
-Deferred Tax	5	-	35,008
-Tax in respect of Earlier years	5	2,49,828	-
<b>Total Tax Expenses</b>		<b>2,49,828</b>	<b>35,008</b>
<b>Profit for the year after Tax</b>		<b>(6,00,72,443)</b>	<b>26,097</b>
Other Comprehensive Income		-	-
<b>Total Comprehensive Income after Tax</b>		<b>(6,00,72,443)</b>	<b>26,097</b>
Earnings per Equity Share (Face Value of ₹10 per share [P.Y. ₹10 Per Share])			
-Basic & Diluted (annualised)	23	(2.57)	0.00

Significant Accounting Policies

1

The accompanying notes are an integral part of the financial statements.

As per our report of even date.

**For M/s. KSA & Co.**

Firm Registration Number - 003822C

Chartered Accountants

**For and on behalf of the Board of Directors**

**Rasmi Ranjan Jati**

Partner

Membership No. 511397

**Vinod Kumar Bothra**

(Whole Time Director)

DIN: 00780848

**Abhishek Kumar Jain**

(Director)

DIN: 00054582

Place: Kolkata

Date: 28th day of May, 2019

**Sashi Sekhor Chowdhury**

(Company Secretary)

**Biresh Kumar Thaker**

(Chief Financial Officer)

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**SHREE TULSI ONLINE.COM LIMITED**  
**L99999WB1982PLC035576**

**CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31ST MARCH 2019**

Particulars	For the Year Ended 31st March, 2019	For the Year Ended 31st March, 2018
	₹	₹
<b>(A) Cash Flow From Operating Activities</b>		
Net Profit before Tax & Exceptional items	(83,88,167)	61,105
<b>Adjustments for :-</b>		
(Profit)/ Loss on Revaluation of Investments	9,20,386	(12,499)
(Profit)/ Loss on Sale of Investments	-	1,822
(Profit)/ Loss on Sale of Fixed Assets	-	(2,89,171)
Provisioin for doubtful debts	39,31,855	-
Other Income Received	(6,90,942)	(18,99,042)
Depreciation and Amortisation on tangible assets	38,519	2,28,922
<b>Operating Profit Before Working Capital Changes</b>	<b>(41,88,349)</b>	<b>(19,08,863)</b>
<b>Adjustments for :-</b>		
<b>Working/ Operating Capital Changes</b>		
(Increase)/ Decrease in Receivables	(12,99,946)	-
(Increase)/ Decrease in Inventories	17,22,520	7,01,500
(Increase)/ Decrease in Trade Receivables	3,00,593	(21,70,406)
(Increase)/ Decrease in Other Financial Assets, Loans and Advances	44,34,917	(13,33,014)
(Increase)/ Decrease in Othe Current Assets	(98,622)	(8,727)
Increase/ (Decrease) in Other Current Liabilities	(12,64,954)	12,88,987
<b>Cash Generated From Operations</b>	<b>(3,93,841)</b>	<b>(34,30,524)</b>
Less:- Payment of Taxes	2,53,786	3,90,844
<b>Net Cash Flow (Used in)/ Generated From Operating Activities (A)</b>	<b>(6,47,627)</b>	<b>(38,21,368)</b>
<b>(B) Cash Flow From Investing Activities</b>		
(Purchase) / Sale of Non Current Investments (Net)	-	13,050
(Purchase) / Sale of Property, Plant & Equipments (Net)	-	14,60,000
Other Income Received	6,90,942	18,99,042
<b>Net Cash Flow (Used in)/ Generated From Investing Activities (B)</b>	<b>6,90,942</b>	<b>33,72,092</b>
<b>(C) Cash Flow From Financing Activities</b>		
<b>Net Cash Flow (Used in)/ Generated From Financing Activities (C)</b>	<b>-</b>	<b>-</b>
<b>Net Increase / (Decrease) in Cash &amp; Cash Equivalents (A+B+C)</b>	<b>43,315</b>	<b>(4,49,276)</b>
<b>Cash &amp; Cash Equivalents as at the beginning of the year</b>	<b>3,34,983</b>	<b>7,84,258</b>
<b>Cash &amp; Cash Equivalents as at the end of the year</b>	<b>3,78,298</b>	<b>3,34,983</b>

**Notes:**

The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Ind AS 7 on 'Statement of Cash Flows'

As per our report of even date

For M/s. KSA & Co.

Firm Registration Number - 003822C

Chartered Accountants

For and on behalf of the Board of Directors

**Rasmi Ranjan Jati**  
Partner  
Membership No. 511397

**Vinod Kumar Bothra**  
(Whole Time Director)  
DIN: 00780848

**Abhishek Kumar Jain**  
(Director)  
DIN: 00054582

Place: Kolkata  
Date: 28th day of May, 2019

**Sashi Sekhor Chowdhury**      **Biresh Kumar Thaker**  
(Company Secretary)      (Chief Financial Officer)

**SHREE TULSI ONLINE.COM LIMITED**  
**L99999WB1982PLC035576**

STATEMENT OF CHANGES IN EQUITY

A) Equity Share Capital

Particulars	Amount (in ₹)
As at 31st March 2018	23,36,25,600
Changes during the year	
As at 31st March 2019	23,36,25,600

B) Other Equity

Particulars	Capital Reserves	Securities Premium Account	General Reserve	Retained Earning	Total
As at 31st March 2018	1,23,19,786	62,78,400	10,28,439	(2,16,14,688)	(19,88,063)
Profit for the year	-	-	-	(6,00,72,443)	(6,00,72,443)
As at 31st March 2019	1,23,19,786	62,78,400	10,28,439	(8,16,87,131)	(6,20,60,506)

Significant Accounting Policies

The accompanying notes are an integral part of the financial statements.

As per our report of even date.

For M/s. KSA & Co.

Firm Registration Number - 003822C

Chartered Accountants

For and on behalf of the Board of Directors

Rasmi Ranjan Jati

Partner

Membership No. 511397

Vinod Kumar Bothra  
(Whole Time Director)  
DIN: 00780848

Abhishek Kumar Jain  
(Director)  
DIN: 00054582

Place: Kolkata

Date: 28th day of May, 2019

Sashi Sekhor Chowdhury  
(Company Secretary)

Biresh Kumar Thaker  
(Chief Financial Officer)

# SHREE TULSI ONLINE.COM LIMITED

## L99999WB1982PLC035576

### Corporate Information:

Shree Tulsi Online.Com Limited is a Public Company domiciled in India and incorporated under the provisions of the Companies Act, 1956. Its shares are listed on The Metropolitan Stock Exchange of India Limited and Calcutta Stock Exchange Limited. The Company is primarily engaged in business of Trading in Commodities and allied products. The registered office of the company is located at 4, Netaji Subhas Road (1st Floor), Kolkata – 700 001, West Bengal.

### Notes to Financial Statements as at and for the year ended 31st March, 2019

#### 1. Significant Accounting Policies and Key Estimates and Judgements

##### 1.1 Basis of Preparation of financial statements

These financial statements for the year ended 31st March 2019, is prepared in accordance with Indian Accounting Standards (“Ind AS”) consequent to the notification of The Companies (Indian Accounting Standards) Rules, 2015 (the Rules) issued by the MCA.

The financial statements have been prepared on accrual basis under the historical cost convention and ongoing concern concept, unless otherwise stated.

The financial statements have been prepared on a historical cost basis, except for certain financial assets measured at fair value as described in accounting policies regarding financial instruments.

##### Estimates

The preparation of the financial statements, in conformity with the generally accepted accounting principles, requires estimates and assumptions to be made which affect the reported amounts of assets and liabilities on the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Differences between actual results and estimates are recognized in the period in which the results are known/ materialized.

##### 1.2 Summary of Significant Accounting Policies

###### a. Current versus Non-Current Classification

All assets and liabilities have been classified as current or non-current as per the Company’s Operating Cycle (twelve months) and other criteria set out in the Schedule III to the Act.

###### b. Revenue Recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

###### Sale of Goods

Revenue from the sale of goods is recognised on transfer of significant risks and rewards of ownership to customers based on the contract with the customers for delivery. Revenue from the sale of goods is net of returns and allowances, trade discounts and volume rebates. The Company collects Goods & Service Tax on behalf of the government and therefore, it is not an economic benefit flowing to the Company and hence excluded from revenue (if any).

###### Interest Income

For all debt instruments measured at amortised cost, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where

**SHREE TULSI ONLINE.COM LIMITED**  
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appropriate, to the gross carrying amount of the financial asset or to the amortised cost of a financial liability. Interest income is included in other income in the statement of profit and loss.

**Dividends**

Revenue is recognised when the Company's right to receive the payment is established, which is generally when shareholders approve the dividend.

**c. Taxes**

Tax expense is the aggregate amount included in determination of profit or loss for the period in respect of current tax & deferred tax.

**Current Tax**

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

**Deferred Tax**

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits (MAT Credit Entitlement) and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

**d. Property, Plant and Equipment**

Property, Plant and Equipment is stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Such cost includes the cost of replacing part of the plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives.

Expenditure directly attributable to expansion projects are capitalised. Administrative, general overheads and other indirect expenditure (including borrowing costs) incurred during the



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project period which are not related to the project nor are incidental thereto, are charged to Statement of Profit and Loss.

Depreciation on property, plant and equipment is provided under Written Down Value method at the rates determined based on useful lives of the respective assets and residual values which is in line with those indicated in Schedule II of The Companies Act, 2013.

The estimated useful life of the Property Plant and Equipment is given below:

<u>Asset Group</u>	<u>Useful life (in years)</u>	<u>Asset Group</u>	<u>Useful life (in years)</u>
Factory Building	30	Electrical Installation	10
Non-factory Building	60	Furniture & Fixtures	10
Plant & Equipment	8-15	Office Equipment and Vehicle	5-8
Computers	3		

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement when the asset is derecognised.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at the end of each financial year and adjusted prospectively, if appropriate.

**e. Investment Property**

Property that is held for Long Term rental yields or for capital appreciation or both and is not occupied by Company is classified as Investment Property. Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and accumulated impairment loss, if any.

All other repair and maintenance costs are recognised in the statement of profit or loss as incurred.

Investment properties are derecognised either when they have been disposed off or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognised in the statement of profit or loss in the period of de-recognition.

Estimated useful life of Investment Property for calculation of Depreciation is taken as stated in para (d) above.

**f. Intangible Assets**

Intangible assets comprise of implementation cost for software and other application software acquired / developed for in-house use. These assets are stated at cost, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably, less accumulated amortisation and accumulated impairment losses, if any.

**g. Borrowing Costs**

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in

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connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

**h. Inventories**

Inventories are valued at the lower of cost and net realisable value.

Finished Goods/ Stock-In Trade are valued at lower of cost or net realizable value. Cost comprises all costs of purchases and other cost incurred in bringing the inventory to its present location and condition. Cost is determined on First in First Out (FIFO) basis.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

**i. Impairment of Non-Financial Assets**

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or class of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

**j. Retirement and other Employee Benefits**

All employee benefits falling due wholly within twelve months of rendering the service are recognized in the period in which employee renders the related service and charged to the Statement of Profit & Loss.

Since numbers of employee employed by the Company for any part of the year or throughout the year were within the prescribed threshold limit of the relevant statute relating to Employees, hence, the provisions of Employees' Provident Funds and Miscellaneous Provisions Act, 1952, Payment of Bonus Act, 1965, Employees' State Insurance Act, 1948. Payment of Gratuity Act, 1972 and all other allied Labour Acts or laws or any other rules and regulations relating to Employees are not applicable to the Company.

The employees employed by the Company during the year under review or part of the year have not completed continuous service period of 5 years and there is not any un-availed/unutilized leave of any employees working with the Company at the year end. As such, they are not entitled for Gratuity, Leave encashment and Other Retirement benefits. Accordingly, no provision is required to be made in respect of the retirement benefits. Also, no such payment of any retirement benefits have been made during the year.

**k. Financial Instruments**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

**Financial Assets**

**(i) Initial Recognition and Measurement**

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchase or sale of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the settlement date, i.e., the date that the asset is delivered to or by the Company which generally coincides with the trade date.

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**(ii) Subsequent Measurement**

For purposes of subsequent measurement, financial assets are classified in following categories:

- a. Equity instruments at fair value through profit or loss (FVTPL)
- b. Debt instruments, if any, at amortised cost
- c. Equity Instruments in subsidiaries

**a. Equity Instruments at Fair Value through Profit or Loss (FVTPL)**

All equity investments in scope of Ind AS 109 are measured at fair value except equity investments in subsidiaries which are measured at cost as per Ind AS 27. For equity instruments, the Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to statement of profit and loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.

**b. Debt instruments at amortised cost**

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

- (a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- (b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the statement of profit or loss. The losses arising from impairment are recognised in the profit or loss. This category generally applies to trade receivables, cash and bank balances, loans and other financial assets of the company

**c. Equity Instruments in subsidiaries**

Equity investments in Subsidiaries are carried at Cost, in accordance with option available in Ind AS 27 "Separate Financial Statements".

**(iii) De-Recognition**

A financial asset (or, where applicable, a part of a financial asset) is primarily derecognised (i.e. removed from the Company's balance sheet) when the rights to receive cash flows from the asset have expired.

**(iv) Impairment of Financial Assets**

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss and credit risk exposure.

The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables.

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The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

As a practical expedient, the Company uses historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates to determine impairment loss allowance on portfolio of its trade receivables.

**Financial Liabilities**

**(i) Initial Recognition and Measurement**

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings or payables.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts.

**(ii) Subsequent Measurement**

The measurement of financial liabilities depends on their classification, as described below:

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

**(iii) De-Recognition**

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expired. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

**(iv) Offsetting of Financial Instruments**

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

**I. Fair Value Measurement**

The Company measures financial instruments, such as, quoted investments at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

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- (i) Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- (ii) Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- (iii) Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable  
For assets and liabilities that are recognised in the financial statements at fair value on recurring basis the Company determines whenever transfers have occurred between levels in the hierarchy by reassessing categorisation at the end of each reporting period and discloses the same.

**m. Cash and Cash Equivalents**

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

**n. Cash Dividend to Equity Holders**

The Company recognises a liability to make cash distributions to equity holders of the Company when the distribution is authorised and the distribution is no longer at the discretion of the Company. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

**o. Earning Per Share**

Earning per share is calculated by dividing the net profit or loss before OCI for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. For the purpose of calculating diluted earnings per share, the net profit or loss before OCI for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

**p. Segment Reporting**

The Company's operating business segments are organized and managed separately according to the nature of products and services provided, with each segment representing a strategic business unit that offers different products and serves different markets. The analysis of geographical segments is based on the areas in which major operating divisions of the Company operate.

**q. Provisions**

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

**r. Contingent Liabilities**

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. The Company does not recognize a contingent liability but discloses its existence in the financial statements.

**s. Significant Accounting Judgements, Estimates and Assumptions**

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

**(i) Estimates and Assumptions**

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

**a. Taxes**

Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the losses and tax credits can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

**b. Expected Credit Loss Model**

The Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the Financial Assets. The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables. As a practical expedient, the Company uses historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates to determine impairment loss allowance on portfolio of its trade receivables.

**t. Exceptional Items**

When items of income and expense within profit or loss from ordinary activities are of such size, nature or incidence that their disclosure is relevant to explain the performance of the enterprise for the period, the nature and amount of such material items are disclosed separately as exceptional items.

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Note : 2

Property, Plant and Equipments

Amount (in ₹)

Particulars	Gross Block			Depreciation and Amortization				Net Block		
	Balance as on 01.04.2018	Additions	Disposals/ Transfer	Balance as on 31.03.2019	Balance as on 01.04.2018	For the year	Disposals/ Transfer	Balance as on 31.03.2019	Balance as on 31.03.2019	Balance as on 31.03.2018
Plant & Equipments	-	-	-	-	-	-	-	-	-	-
Portal	2,70,57,754	-	-	2,70,57,754	-	-	-	-	2,70,57,754	2,70,57,754
Furniture and Fixtures	8,53,470	-	-	8,53,470	7,34,278	34,558	-	7,68,836	84,634	1,19,192
Office Equipments	12,08,270	-	-	12,08,270	11,47,857	-	-	11,47,857	60,413	60,413
Computer and Accessories	1,17,200	-	-	1,17,200	1,07,378	3,962	-	1,11,340	5,860	9,822
<b>Total</b>	<b>2,92,36,694</b>	<b>-</b>	<b>-</b>	<b>2,92,36,694</b>	<b>19,89,513</b>	<b>38,519</b>	<b>-</b>	<b>20,28,032</b>	<b>2,72,08,662</b>	<b>2,72,47,181</b>
Previous Year	5,11,79,504	-	2,19,42,810	2,92,36,694	2,25,32,572	2,28,922	2,07,71,981	19,89,513	2,72,47,181	

Note : 3

Non Current Investments

Particulars	Face Value (₹)	As at 31st March 2019		As at 31st March 2018	
		Units	Amount (₹)	Units	Amount (₹)
<b>Non-Current, Non-Trade Investments at fair value through profit or loss (FVTPL)</b>					
<b>Quoted Equity Instruments</b>					
Likhami Consulting Limited	10	3,59,300	1,50,90,600	3,59,300	1,43,72,000
Adinath Bio-Labs Limited	1	35,14,683	13,26,263	35,14,683	10,54,405
T.Spiritual World Limited	10	3,20,956	2,31,088	3,20,956	3,37,004
Indergiri Finance Limited	10	50	250	50	249
Quest Financial Services Limited	10	2,200	462	2,200	462
Jinprabhu Infrastructure Developments Limited (*)	10	1,94,100	2,46,706	1,94,100	20,51,637
<b>Total</b>			<b>1,68,95,370</b>		<b>1,78,15,756</b>

Aggregate cost of quoted investments	2,74,29,142	2,74,29,142
Aggregate market value of quoted investments	1,68,95,370	1,78,15,756
Aggregate cost of unquoted investments	-	-
Aggregate market value of unquoted investments	-	-
Aggregate amount of diminution/ impairment in value of investments	1,05,33,772	96,13,386

(\*) Company is under liquidation.

Note : 4

Non-Current Financial Asset

Particulars	As at 31st March 2019	As at 31st March 2018
	₹	
<b>Unsecured, considered bad and doubtful</b>		
Other Receivables	4,06,84,448	-
Less: Bad and doubtful receivables written off (Refer Note No 23)	4,06,84,448	-
	-	-
<b>Unsecured - Considered Good</b>		
Other Receivables	11,67,64,973	16,68,99,475
<b>Total</b>	<b>11,67,64,973</b>	<b>16,68,99,475</b>

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**Note : 5**  
**Deferred Tax**

Particulars	As at 31st March 2019	As at 31st March 2018
<b>Deferred Tax Assets</b>		
Depreciable Assets	6,49,780	6,49,780
<b>Deferred Tax Liabilities</b>		
Fair Valuation of Investments	(1,53,758)	(1,53,758)
<b>Net Deferred Tax Assets/(Liabilities)</b>	<b>4,96,022</b>	<b>4,96,022</b>

**Components and movement in Deferred Tax Assets and (Liabilities) as of and during the year ended March 2019:**

Particulars	As at 31-03-18	Recognised in the Statement of Profit and Loss	Recognised in Other Equity	As at 31-03-19
<b>Deferred Income Tax Assets</b>				
Depreciable Assets	6,49,780	-	-	6,49,780
<b>Deferred Income Tax Liabilities</b>				
Fair Valuation of Investments	(1,53,758)	-	-	(1,53,758)
<b>Net Deferred Tax Assets/(Liabilities)</b>	<b>4,96,022</b>	<b>-</b>	<b>-</b>	<b>4,96,022</b>

**Note:** During the current year, Company has incurred losses due to which current year tax do not arise as per Income Tax Act, 1961 and under Minimum Alternate Tax (MAT). Consequently, effective tax rate is not calculated.

**Note : 6**  
**Inventories**

Particulars	As at 31st March 2019	As at 31st March 2018
		₹
Inventories	-	17,22,520
<b>Total</b>	<b>-</b>	<b>17,22,520</b>

**Note : 7**  
**Trade Receivables**

Particulars	As at 31st March 2019	As at 31st March 2018
		₹
<b>Unsecured, considered doubtful</b>		
Trade Receivables	39,31,855	-
Less: Provision for Doubtful Debts	39,31,855	-
	-	-
<b>Unsecured, considered good</b>		
Trade Receivables	-	42,32,448
<b>Total</b>	<b>-</b>	<b>42,32,448</b>



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**Note : 8**

**Cash and Cash Equivalents**

Particulars	As at 31st March 2019	As at 31st March 2018
	₹	
<b>Cash and Cash Equivalents (as certified by</b> Balances with Banks In Current Accounts	1	92,001
Cash on Hand	3,78,297	2,42,982
<b>Total</b>	<b>3,78,298</b>	<b>3,34,983</b>

**Note : 9**

**Loans and Advances**

Particulars	As at 31st March 2019	As at 31st March 2018
	₹	
<b><u>Unsecured, considered bad and doubtful</u></b> Loans and Advances	1,00,00,000	-
Less: Bad and doubtful Loans and Advances written off	1,00,00,000	-
	-	-
<b><u>Unsecured, considered good</u></b> Loans and Advances	-	1,00,00,000
<b>Total</b>	<b>-</b>	<b>1,00,00,000</b>

**Note : 10**

**Other Current Financial Assets**

Particulars	As at 31st March 2019	As at 31st March 2018
	₹	
<b><u>Unsecured, considered bad and doubtful</u></b> Other Receivables	7,50,000	-
Less: Bad and doubtful other receivables written off	7,50,000	-
	-	-
<b><u>Unsecured, considered good</u></b> Advances recoverable in cash or kind	34,54,300	43,63,000
Security Deposit	1,08,000	-
Other Receivables	81,58,660	17,92,877
<b>Total</b>	<b>1,17,20,960</b>	<b>61,55,877</b>

**Note : 11**

**Other Current Asset**

Particulars	As at 31st March 2019	As at 31st March 2018
	₹	
Balance with Government Authorities (Service Tax/ GST Input Credit)	1,07,349	8,727
<b>Total</b>	<b>1,07,349</b>	<b>8,727</b>

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Note : 12

Shareholder's Fund

Share Capital

Particulars	As at	As at
	31st March 2019	31st March 2018
	₹	
<b>Authorised</b>		
2,35,00,000 (Previous Year - 2,35,00,000) Equity Shares of Rs. 10/- each	23,50,00,000	23,50,00,000
<b>Issued, Subscribed and Fully Paid up</b>		
2,33,62,560 (Previous Year - 2,33,62,560) Equity Shares of Rs. 10/- each fully paid up	23,36,25,600	23,36,25,600
	<b>23,36,25,600</b>	<b>23,36,25,600</b>

Particulars	As at	As at
	31st March 2019	31st March 2018
	₹	
<b>(i) Reconciliation of Equity Shares outstanding at the beginning</b>		
Equity Shares outstanding at the Beginning of the year		
- Number of Shares	2,33,62,560	2,33,62,560
- Amount	23,36,25,600	23,36,25,600
Equity Shares outstanding at the End of the year		
- Number of Shares	2,33,62,560	2,33,62,560
- Amount	23,36,25,600	23,36,25,600

**(ii) Terms / Rights attached to Equity shares**

The Company has only one class of equity shares having a par value of Rs.10/- per share. Each equity shareholder is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The Company has not declared any dividends for the year ended 31st March, 2019. In the event of liquidation of the Company, the holders of the equity shares will be entitled to receive the remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the numbers of equity shares held by the share holders.

iii) The Company does not have any Holding/ Ultimate Holding Company. As such, no shares are held by them or their Subsidiaries/ Associates.

**iv) Name of the Shareholders holding more than 5% shares in the Company**

Particulars	As at 31st March 2019		As at 31st March 2018	
	% Held	No of Shares	% Held	No of Shares
<b>Promoter</b>				
Sunil Exports Pvt. Ltd.	8.30%	19,38,750	8.30%	19,38,750
Manjula Jain	5.13%	11,98,905	5.13%	11,98,905
<b>Non Promoter</b>				
Religare Finvest Ltd.	8.09%	18,91,005	8.09%	18,91,005
Zipsy Tie-up Services Pvt. Ltd.	6.02%	14,06,333	6.02%	14,06,333

v) There are NIL (P.Y. NIL) shares reserved for issue under option and contracts / commitment for the sale of shares/ disinvestment.

vi) During the period of five years immediately preceding the reporting date:

- a. No shares were issued for consideration other than cash
- b. No bonus shares were issued
- c. No shares were bought back

vii) There are NIL (P.Y. NIL) securities convertible into Equity/ Preference Shares.

viii) There are NIL (P.Y. NIL) calls unpaid including calls unpaid by Directors and Officers as on the balance sheet date.

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Note : 13

Shareholder's Fund  
Other Equity

Particulars	Amount (in ₹)				
	Capital Reserves	Securities Premium Account	General Reserve	Retained Earning	Total retained earnings
As at 31st March 2018	1,23,19,786	62,78,400	10,28,439	(2,16,14,688)	(19,88,063)
Profit for the year	-	-	-	(6,00,72,443)	(6,00,72,443)
As at 31st March 2019	1,23,19,786	62,78,400	10,28,439	(8,16,87,131)	(6,20,60,506)

Nature and Purpose of Reserves

**Securities premium reserve:**

Securities premium reserve is used to record the premium on issue of shares. These reserve is utilised in accordance with the provisions of the Act.

**General Reserve:**

General reserve is created in the year 2006-07 by way of transfer of profits from retained earnings for appropriation purposes. Such reserve was created in relation to declaration and distribution of dividend.

**Capital Reserve :**

Capital reserve is created in the year 1992-93 under the scheme of amalgamation and arrangement.

**Note : 14**

**Other Current Liabilities**

Particulars	As at 31st March 2019	As at 31st March 2018
	₹	
Other Expenses Payable	1,59,282	14,24,236
<b>Total</b>	<b>1,59,282</b>	<b>14,24,236</b>

**Note : 15**

**Current Tax Liabilities**

Particulars	As at 31st March 2019	As at 31st March 2018
	₹	
Tax Liabilities (net of TDS)	18,47,258	18,51,216
<b>Total</b>	<b>18,47,258</b>	<b>18,51,216</b>

**Note : 16**

**Revenue from Operations**

Particulars	31st March, 2019	31st March, 2018
	₹	
Sale/ Income from Trading in Commodities and its allied products	-	21,70,500
<b>Total</b>	<b>-</b>	<b>21,70,500</b>

**Note : 17**

**Other Income**

Particulars	31st March, 2019	31st March, 2018
	₹	
Excess provision written back	10,260	-
Profit on Sale of Fixed Assets	-	2,89,171
Fair Valuation of Financial Instruments	-	12,499
Rent received	40,000	-
Interest Income	6,40,682	18,99,042
<b>Total</b>	<b>6,90,942</b>	<b>22,00,712</b>

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**Note : 18**

**Change in Inventories of Finished Goods, Work-in Progress and Stock-in Trade**

Particulars	31st March, 2019 ₹	31st March, 2018 ₹
<b>Inventories at the end of the year</b>		
Finished Goods/ Stock-in Trade	-	17,22,520
	-	<b>17,22,520</b>
<b>Inventories at the beginning of the year</b>		
Finished Goods/ Stock-in Trade	17,22,520	24,24,020
	<b>17,22,520</b>	<b>24,24,020</b>
<b>Total</b>	<b>(17,22,520)</b>	<b>(7,01,500)</b>

**Note : 19**

**Employee Benefit Expenses**

Particulars	31st March, 2019 ₹	31st March, 2018 ₹
Salaries and Wages	10,39,200	12,52,425
Staff Welfare Expenses	5,842	92,170
<b>Total</b>	<b>10,45,042</b>	<b>13,44,595</b>

**Note : 20**

**Depreciation and Amortisation**

Particulars	31st March, 2019 ₹	31st March, 2018 ₹
Depreciation and Amortisation on tangible assets	38,519	2,28,922
<b>Total</b>	<b>38,519</b>	<b>2,28,922</b>

**Note : 21**

**Other Expenses**

Particulars	31st March, 2019 ₹	31st March, 2018 ₹
Advertisement Expenses	27,185	29,899
Payments to Auditors	75,000	88,500
- Audit fees (refer note no: 22)		
Filing Fees - ROC	8,400	25,200
Fair Valuation of Financial Instruments	9,20,386	-
Miscellaneous Expenses	4,97,511	1,64,357
Loss on Sale of Financial Instruments	-	1,822
Listing Fees/ Listing Related Expenses	1,20,000	9,42,830
Postage & Courier	58,925	81,873
Printing & Stationary	38,229	82,043
Professional Fees	77,981	1,42,258
Provisiion for doubtful debts	39,31,855	-
Rent & Electricity	2,37,377	1,80,000
Repair & Maintenance	-	57,550
R&T and Demat Charges	2,70,638	1,27,990
Telephone & Connectivity Expenses	9,541	39,428
Tour & Travelling Expenses	-	71,340
<b>Total</b>	<b>62,73,028</b>	<b>20,35,090</b>

**Note : 22**

**Exceptional Items**

Particulars	31st March, 2019 ₹	31st March, 2018 ₹
Bad and doubtful receiables written off	4,06,84,448	-
Loans and Advances written off	1,00,00,000	-
Other receivables written off	7,50,000	-
<b>Total</b>	<b>5,14,34,448</b>	<b>-</b>

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**23. Other Notes to Financial Statements**

- During the financial year 2018-19, there were no transactions with any suppliers /parties who are covered under 'The Micro Small and Medium Enterprises Development Act, 2006'.
- **Related Party Disclosure**

**a) Name of related parties and their relationship:**

Particulars	Name
Key Managerial Personnel (KMP) and other Related Parties	Mr. Vinod Kumar Bothra (Whole Time Director)
	Mr. Sashi Sekhor Chowdhury (Company Secretary)
	Mr. Biresh Kumar Thaker (Chief Financial Officer)
	Mr. Abhishek Kumar Jain (Non-Executive Director)
	Mrs. Sunita Singhi (Non-Executive Independent Director)
	Mr. Sanjoy Kumar Singh (Non-Executive Independent Director)
	Mr. Jyotiraaditya Singha (Non-Executive Independent Director) (Cessation w.e.f. 13/12/2018)
Enterprises owned or Significantly influenced by Key Managerial Personnel or their relatives (EOS)	Adinath Bio-labs Limited
	Anant Products LLP

**b) Transaction which took place with the related parties during the year:**

Name	Relationship	Nature of Transaction	Amount (in ₹)		
			2018-19	2017-18	
Mr. Vinod Kumar Bothra	KMP	Remuneration	3,36,000	3,36,000	
Mr.Sashi Sekhor Chowdhury		Salary	1,80,000	1,80,000	
Mr. Biresh Kumar Thaker		Salary	1,92,000	1,92,000	
Mr. Abhishek Kumar Jain		Sitting Fees		7,000	6,000
Mrs. Sunita Singhi				7,500	4,500
Mr. Sanjoy Kumar Singh				2,500	-
Mr. Jyotiraaditya Singha				5,000	8,500
Mr. Abhishek Kumar Jain			Reimbursement of Expenses	56,000	-
Adinath Biolabs Limited	EOS	Rent	(*)40,000	-	

(\*) Transaction is in the nature of receipt during the year.

**c) Outstanding balances of related parties as on 31<sup>st</sup> March, 2019:**

Name	Relationship	Nature of Transaction	Amount (in ₹)	
			2018-19	2017-18
Mr. Vinod Kumar Bothra	KMP	Remuneration	(*)28,000	(*)28,000
Mr. Abhishek Kumar Jain		Reimbursement of Expenses	(*)56,000	-
Adinath Bio-labs Limited	EOS	Rent	14,160	-
Adinath Bio-labs Limited		Investments	(#)13,26,264	(#)10,54,405
Anant Products LLP		Other Receivables	35,00,000	35,00,000

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(\* ) The outstanding balances are in the nature of payables as on 31<sup>st</sup> March, 2019.

(#) Increase in amount of investments for year ended March 31, 2019 is on account of fair valuation of investments.

**Note:** EOS transactions were entered during previous/ current year, but related party relationship was established during the year 2018-19. Accordingly, previous year figures have also been provided for comparison.

- Additional Information as required under paragraph 5 of Part II of Schedule III to the Companies Act, 2013 to the extent either "NIL" or "Not Applicable" has not been furnished except payment to the Auditors.

- **Payment to Auditors**

Particulars	Amount (in ₹)	
	2018-19	2017-18 (*)
(A) Statutory Audit Fees	65,000	76,700
(B) Tax Audit Fees	-	-
(C) Certification Fees	10,000	11,800
<b>Total</b>	<b>75,000</b>	<b>88,500</b>

(\* ) Payment to Auditors for F.Y. 2017-18 are including GST.

- Contingent liability has not been provided for in respect of Income Tax matters. The concern matters are under appeal with appropriate authorities on account of dispute raised by Income Tax department. The Company is contesting the same and is of view that the disputed demands given below will not sustain in view of various legal pronouncement in the related matters:

Particulars	As at 31 <sup>st</sup> March (₹ in lacs)	
	2019	2018
a. Income Tax Demands	33.48	33.48

- In compliance with the Accounting Standard Ind AS - 12 relating to "Income Tax" issued by The Institute of Chartered Accountants of India, deferred tax assets were created during the year on account of property plant and equipment and losses which have not been recognized in books. Accordingly, no further deferred tax assets were created in the current financial year.
- Earnings per share is computed by dividing the net profit or loss for the year attributable to the equity shareholders by the number of equity shares outstanding during the year, as under:

Particulars	2018-19	2017-18
Net Profit for the year attributable to the equity shareholders (₹)	(6,00,72,443)	26,097
Weighted Average Number of equity* shares outstanding (in Nos.)	2,33,62,560	2,33,62,560
Basic and diluted earnings per share (Face value of ₹ 10/- each)	(2.57)	0.00

- The Company is exposed to market risk and credit risk. The Company has a Risk management policy and its management is supported by a Risk management committee that advises on risks and the appropriate risk governance framework for the Company. The audit committee provides assurance to the Company's management that the Company's risk activities are governed by appropriate policies and procedures and that risks are identified, measured and managed in accordance with the Company's policies and risk objectives.

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**i) Market Risk**

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises two types of risk: interest rate, currency risk and other price risk, such as commodity price risk and equity price risk. Financial instruments affected by market risk include FVTPL investments, trade payables, trade receivables, etc.

- a. In the Opinion of the Board, all the current assets, loans and advances have a value on realisation in the ordinary course of business at least equal to the amount stated in the Balance Sheet and all the known liabilities have been provided for, unless otherwise stated elsewhere in other notes. Further, the company has written off loans amounting to Rs. 100 Lakhs on account of its doubtful for recovery (refer note no. 22).
- b. The Company had made the Long-Term Investments either in quoted scrips of certain companies in earlier years. Presently, a company is under liquidation. The Company has fairly valued the investments under level 1 and level 3 valuation technique as stated in significant accounting policies.

**ii) Credit Risks**

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables).

- a. The Company has Other Receivables which are outstanding for a considerable period of time and considered bad for recovery by the management. In connection therewith, the Company has written off advances and other receivables amounting to Rs. 414.34 lakhs during the year due to doubtful recovery (refer note no. 22). In addition to thereof, Company has written off doubtful debts amounting to Rs. 39.31 Lakhs (refer note no. 21). The management has worked out expected losses which are provided. For the available exposure, the management has ensured that the Company has been continuously persuading to settle the amount/recover the receivables, accordingly no further provision is being considered by the management.
  - b. Certain Debit Balances as stated in the financial statements are being subject to confirmation and reconciliation thereof, and the same have been taken as per the balances appearing in the books. The consequent necessary adjustments, either of a revenue nature or otherwise, if any, will be made, as and when these accounts are reconciled and confirmed.
- The Company has one reportable business segment i.e. Trading in Commodities and its allied product. The Company operates mainly in Indian market and there are no reportable geographical segments.
  - The figures appearing in the Financial Statements have been rounded off to nearest rupee.
  - All amounts disclosed in the financial statements are in Indian Rupees (₹) until and unless specified specifically.

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- Previous year's figures have been regrouped/ reclassified wherever necessary to correspond with the current year's classification / disclosure.

**Notes referred to above form an integral part of Financial Statements**

**As per our attached report on even date**

**For KSA & Co.**  
**(Chartered Accountants)**  
**(FRN: 003822C)**

**For and on behalf of the Board of Directors**

**Rasmi Ranjan Jati**  
**Partner**  
**Membership No: 511397**

**Vinod Kumar Bothra**  
**(Whole Time Director)**  
**(DIN: 00780848)**

**Abhishek Kumar Jain**  
**(Director)**  
**(DIN: 00054582)**

Place : Kolkata  
Date : 28/05/2019

**Sashi Sekhor Chowdhury**  
**(Company Secretary)**

**Biresh Kumar Thaker**  
**(Chief Financial Officer)**





**ATTENDANCE SLIP**  
 (TO BE SIGNED AND HANDED OVER AT THE ENTRANCE OF THE MEETING HALL)

<b>DP Id*/Client Id*/Folio No.</b>		<b>No. of Shares</b>	
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**NAME AND ADDRESS OF THE MEMBER(S)**

I/We hereby record my/our presence at the 37<sup>th</sup> Annual General Meeting to be held on Monday, 23<sup>rd</sup> September, 2019 at 10.30 A.M. at O2, VIP-Hotel, VIP Road, Kaikhali, Kolkata-700052.

\_\_\_\_\_  
 Member's / Proxy's name In Block Letters

\_\_\_\_\_  
 Member's / Proxy's Signature

Note: Please complete this slip and hand it over at the entrance of the Meeting venue.

**Form No. MGT-11**  
**FORM OF PROXY**

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

**SHREE TULSI ONLINE.COM LIMITED**  
**CIN: L99999WB1982PLC035576**  
**Regd. Office: 4, N.S. Road, 1st Floor, Kolkata - 700 001**  
**Email: investors@shreetulsionline.com Website: shreetulsionline.com**

Name of the Member(s):		DP Id*/Client Id*/Folio No.	
Registered address:			
E-mail ID:			

I/We, being the member(s) of \_\_\_\_\_ shares of Shree Tulsi Online.Com Limited, hereby appoint:

- 1) \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_ or failing him/her
- 2) \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_ or failing him/her
- 3) \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_ or failing him/her

as my / our proxy to attend and vote (on a poll) for me/us on my/our behalf at the 37<sup>th</sup> Annual General Meeting of the Company to be held on Monday, 23<sup>rd</sup> September, 2019 at 10.30 A.M. at O2, VIP-Hotel, VIP Road, Kaikhali, Kolkata-700052 and at any adjournment thereof in respect of such Resolutions as are indicated below:

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2019

Affix  
a revenue  
stamp

\_\_\_\_\_  
 Signature of the proxy holder                      Signature of the Shareholder

**ELECTRONIC VOTING PARTICULARS**

<b>EVSN (E-voting sequence number)</b>	<b>User ID :</b>	<b>Password:</b>

\*\*I /We direct my/our proxy to vote on the Resolutions in the manner as indicated in the box below:

Resolutions	For	Against
<b>Ordinary Business</b>		
1. Adoption of Audited Financial Statement for the year ended 31/03/2019 together with the reports of Board of Directors and Auditors Report thereon (Ordinary Resolution)		
2. Appointment of Mr. Abhishek Kumar Jain (DIN: 00054582), as a Director who retires by rotation and being eligible has offered himself for re-appointment.		
3. Re-appointment of M/s KSA & Co., Chartered Accountants, as Statutory Auditors of the to hold the office from the conclusion of this 37 <sup>th</sup> Annual General Meeting (AGM) until the conclusion of the 41 <sup>st</sup> Annual General Meeting (AGM) (Ordinary Resolution)		
<b>Special Business</b>		
4. Appointment Mr. Sanjoy Kumar Singh (DIN 07684128) as an Independent Director for a period of 5 years. (Ordinary Resolution)		

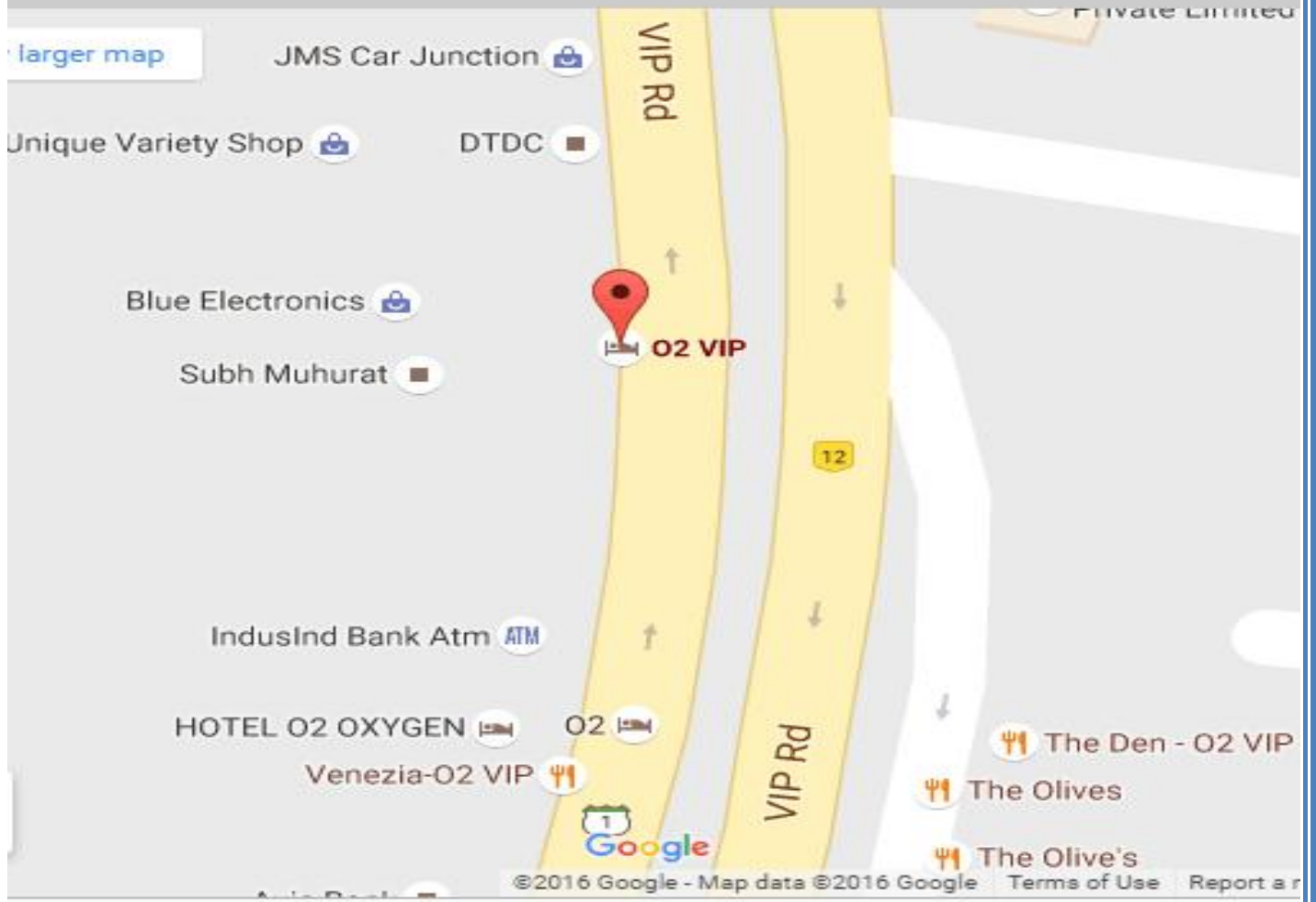
**\*Applicable for investor holding shares in electronic form**

**Note::**

- (1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
- (2) For the Resolutions, Explanatory Statement and Notes, please refer to the Notice the 37<sup>th</sup> Annual General Meeting.
- (3) \*\*This is only optional. Please put a tick in the appropriate column against the Resolutions indicated in the Box. If you leave the "For" or "Against" column blank against any or all the Resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
- (4) Please complete all details including details of Shareholder (s) in above box before submission.
- (5) The proxy should carry its identity proof.



# Route Map to Venue of AGM



To,

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**SHREE TULSI ONLINE .COM LIMITED**

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**Regd Off:** 4, N.S.Road, 1st Floor, Kolkata - 700 001