



**Shree Tulsi  
Online.Com Limited**

CIN NO.: L99999WB1982PLC035576

Date: - 13<sup>th</sup> May, 2020

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: Compliance Report on Corporate Governance for the 04<sup>th</sup> quarter and year ended March 31, 2020**

Dear Sir,

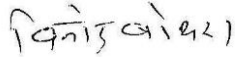
We attach herewith the quarterly compliance report on Corporate Governance as per Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in the format (**Annexure I & II**) for the 04<sup>th</sup> quarter and year ended March 31, 2020.

The above reports shall be placed before the Board of Directors in its forthcoming meeting.

Kindly take the same on record & oblige.

Yours faithfully,

**For Shree Tulsi Online.Com Limited**



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



**CC:**

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

Encl.: As Above

**ANNEXURE I**

**Format to be submitted by listed entity on quarterly basis**

1. Name of Listed Entity : **Shree Tulsi Online.Com Limited**  
 2. Quarter ending : **31<sup>st</sup> March, 2020**

| <b>I. Composition of Board of Directors</b>                |                        |                                  |   |                             |                        |                   |                     |               |   |   |  |  |
|--|------------------------|----------------------------------|---|-----------------------------|------------------------|-------------------|---------------------|---------------|---|---|--|--|
| Title (Mr./Ms)   | Name of the Director   | PAN & DIN                        | Category (Chairperson/ Executive/Non - Executive / Independent / & Nominee) | Initial Date of Appointment | Date of Re-appointment | Date of cessation | Tenure* (in months) | Date of Birth | No of Directorship in listed entities including this listed entity (Refer Regulation 17 A (1) of Listing Regulations) | No of Independent Directorship in listed entities including this listed entity [In reference to proviso to regulation 17A(1)] | Number of memberships in Audit/ Stakeholder Committee (s) Including this listed entity (Refer Regulation 26(1) of Listing Regulations) | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) |
| Mr.  | Vinod Kumar Bothra     | PAN:AKPPB2807F<br>DIN: 00780848  | Whole Time Director   | 28/07/2006                  | 01/08/2018             |                   | -                   | 14/01/1967    | 1   | 0   | 0  | 0  |
| Mr.  | Abhishek Kumar Jain    | PAN:ADDP14501D<br>DIN: 00054582  | Non Executive Director / Chairperson  | 10/02/2000                  | 23/09/2019             |                   | -                   | 25/11/1978    | 1   | 0   | 2  | 0  |
| Mrs.   | Sunita Hanuman Singhi  | PAN: CCSPS3473H<br>DIN: 06992243 | Woman Director / Non Executive – Independent Director                       | 02/12/2017                  |                        |                   | 28                  | 25/02/1968    | 2   | 2   | 3  | 0  |
| Mr.  | Sanjoy Kumar Singh     | PAN:DNJPS8125M<br>DIN: 07684128  | Director / Non Executive – Independent Director                             | 13/12/2018                  |                        |                   | 15                  | 13/12/1985    | 2   | 2   | 2  | 2  |
| Mr.  | Biresh Kumar Thaker    | PAN: AEIPT8949P                  | CFO   | 31/03/2015                  |                        |                   | -                   | 23/03/1960    | -   | -   | -  | -  |
| Mr.  | Sashi Sekhor Chowdhury | PAN: ACOPC0675M                  | Company Secretary   | 24/01/2012                  |                        |                   | -                   | 01/01/1942    | -   | -   | -  | -  |
| Whether Regular chairperson appointed                      |                        |                                  |   |                             |                        |                   |                     |               |   |   | Yes  |  |
| Whether Chairperson is related to managing director or CEO |                        |                                  |   |                             |                        |                   |                     |               |   |   | No   |  |

§PAN of any director would not be displayed on the website of Stock Exchange

&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

\* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

*Ref: 15/01/2021*

| <b>II. Composition of Committees</b>   |  |  |   |  |                          |
|--|--|--|---|--|--------------------------|
| <i>Name of Committee</i>   | <i>Whether Regular chairperson appointed</i> | <i>Name of Committee members</i>   | <i>Category (Chairperson/Executive/Non-Executive/Independent/Nominee) \$</i>  | <i>Date of Appointment</i>             | <i>Date of Cessation</i> |
| 1. Audit Committee   | Yes  | Mr. Sanjoy Kumar Singh<br>Mrs. Sumita Hanuman Singh<br>Mr. Abhishek Kumar Jain | Chairperson / Non Executive- Independent Director<br>Non Executive- Independent Director<br>Non Executive Director  | 13/12/2018<br>02/12/2017<br>02/12/2017 |                          |
| 2. Nomination & Remuneration Committee   | Yes  | Mr. Sanjoy Kumar Singh<br>Mrs. Sumita Hanuman Singh<br>Mr. Abhishek Kumar Jain | Chairperson / Non Executive - Independent Director<br>Non Executive- Independent Director<br>Non Executive Director | 13/12/2018<br>02/12/2017<br>02/12/2017 |                          |
| 3. Risk Management Committee(if applicable)  |  |  |   |  |                          |
| 4. Stakeholders Relationship Committee   | Yes  | Mr. Sanjoy Kumar Singh<br>Mrs. Sumita Hanuman Singh<br>Mr. Abhishek Kumar Jain | Chairperson / Non Executive - Independent Director<br>Non Executive- Independent Director<br>Non Executive Director | 13/12/2018<br>02/12/2017<br>02/12/2017 |                          |
| & Category of directors means executive/non-executive/Independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen |  |  |   |  |                          |

| <b>III. Meeting of Board of Directors</b>                  |  |   |                                     |
|--|--|---|-------------------------------------|
| <i>Date(s) of Meeting (if any) in the previous quarter</i> | <i>Date(s) of Meeting (if any) in the relevant quarter</i> | <i>Whether requirement of Quorum met*</i> | <i>Number of Directors present*</i> |
| November 14, 2019  | February 08, 2020  | Yes                                       | 4                                   |
| * to be filled in only for the current quarter meetings    |  |   |                                     |

| <b>IV. Meeting of Committees</b>   |   |                                     |  |
|--|---|-------------------------------------|--|
| <i>Date(s) of meeting of the committee in the relevant quarter</i>   | <i>Whether requirement of Quorum met (details)*</i> | <i>Number of Directors present*</i> | <i>Date(s) of meeting of the committee in the previous quarter</i> |
| Audit Committee<br>February 08, 2020   | Yes - All Members Present                           | 3                                   | November 14, 2019  |
| * This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional<br>**to be filled in only for the current quarter meetings |   |                                     |  |

| <b>V. Related Party Transactions</b>   |   |
|--|---|
| <i>Subject</i>   | <i>Compliance status (Yes/No/NA) refer note below</i> |
| Whether prior approval of audit committee obtained   | NA*   |
| Whether shareholder approval obtained for material RPT   | NA*   |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | NA*<br><i>(गणित ०१/०२)</i>                            |

**Note**

- 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- 2 If status is "No" details of non-compliance may be given here.  
\*There were no contracts or arrangements made with related parties as defined under Section 188 of the Companies Act, 2013 during the relevant quarter ended under review.

**VI. Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
  - a. Audit Committee
  - b. Nomination & remuneration committee
  - c. Stakeholders relationship committee
  - d. Risk management committee (applicable to the top 100 listed entities)
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:

**For Shree Tulsi Online.Com Limited**

*(Signature)*



**Vinod Kumar Bothra**  
**DIN: 00780848**

**Company Secretary / Compliance Officer / Managing Director / Whole Time Director / CEO / CFO**

**Note:**

Information at Table I and II above need to be necessarily given in 1<sup>st</sup> quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

| <b>I. Disclosure on website in terms of Listing Regulations</b>   |   |   |
|---|---|---|
| <b>Item</b>   | <b>Compliance status (Yes/No/NA) refer note below</b> |   |
| Details of business   | Yes   |   |
| Terms and conditions of appointment of independent directors  | Yes   |   |
| Composition of various committees of board of directors   | Yes   |   |
| Code of conduct of board of directors and senior management personnel   | Yes   |   |
| Details of establishment of vigil mechanism/ Whistle Blower policy  | Yes   |   |
| Criteria of making payments to non-executive directors  | Yes   |   |
| Policy on dealing with related party transactions   | Yes   |   |
| Policy for determining 'material' subsidiaries  | N.A.  |   |
| Details of familiarization programmes imparted to independent directors   | Yes   |   |
| Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances   | Yes   |   |
| email address for grievance redressal and other relevant details  | Yes   |   |
| Financial results   | Yes   |   |
| Shareholding pattern  | Yes   |   |
| Details of agreements entered into with the media companies and/or their associates   | N.A.  |   |
| Schedule of analyst or institutional investors meet and presentation made by the listed by the listed entity to analyst or institutional investors simultaneously with submission to Stock Exchange | N.A.  |   |
| New name and the old name of the listed entity  | N.A.  |   |
| Advertisement as per regulation 47(1)   | Yes   |   |
| Credit rating or revision in credit rating obtained   | N.A.  |   |
| Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year   | N.A.  |   |
| Whether Company has provided information under separate section on its website as per Regulation 46(2)  | Yes   |   |
| Materiality Policy as per Regulation 30   | Yes   |   |
| Dividend distribution policy as per Regulation 43A ( as Applicable)   | N.A.  |   |
| It is certified that these contents on the websites of listed entity are correct  | Yes   |   |
| <b>II Annual Affirmations</b>   |   |   |
| <b>Particulars</b>  | <b>Regulation Number</b>                              | <b>Compliance status (Yes/No/NA) refer note below</b> |
| <i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>  | 16(1)(b) & 25(6)                                      | Yes   |
| <i>Board composition</i>  | 17(1)   | Yes   |
| <i>Meeting of Board of directors</i>  | 17(2)   | Yes   |
| <i>Quorum of Board meeting</i>  | 17(2A)  | Yes   |
| <i>Review of Compliance Reports</i>   | 17(3)   | Yes   |
| <i>Plans for orderly succession for appointments</i>  | 17(4)   | Yes   |
| <i>Code of Conduct</i>  | 17(5)   | Yes   |
| <i>Fees/compensation</i>  | 17(6)   | Yes   |
| <i>Minimum Information</i>  | 17(7)   | Yes   |
| <i>Compliance Certificate</i>   | 17(8)   | Yes   |
| <i>Risk Assessment &amp; Management</i>   | 17(9)   | Yes   |
| <i>Performance Evaluation of Independent Directors</i>  | 17(10)  | Yes   |
| <i>Recommendation of the Board</i>  | 17(11)  | Yes   |
| <i>Maximum numbers of Directorship</i>  | 17(A)   | Yes   |

|   |                               |      |
|---|-------------------------------|------|
| Composition of Audit Committee  | 18(1)                         | Yes  |
| Meeting of Audit Committee  | 18(2)                         | Yes  |
| Composition of nomination & remuneration committee  | 19(1) & (2)                   | Yes  |
| Quorum for Nomination and Remuneration Committee  | 19(2A)                        | Yes  |
| Meeting of Nomination and Remuneration Committee  | 19(3A)                        | Yes  |
| Composition of Stakeholder Relationship Committee   | 20(1), (2) & 20(2A)           | Yes  |
| Meeting of Stakeholder Committee Meeting  | 20(3A)                        | Yes  |
| Composition and role of risk management committee   | 21(1),(2),(3),(4)             | Yes  |
| Meeting of Risk Management Committee Meeting  | 21(3A)                        | Yes  |
| Vigil Mechanism   | 22                            | Yes  |
| Policy for related party Transaction  | 23(1), (1A),(5),(6),(7) & (8) | Yes  |
| Prior or Omnibus approval of Audit Committee for all related party transactions                                   | 23(2), (3)                    | Yes  |
| Approval for material related party transactions  | 23(4)                         | N.A. |
| Disclosure of related Party Transaction on consolidated basis   | 23(9)                         | Yes  |
| Composition of Board of Directors of unlisted material Subsidiary   | 24(1)                         | N.A. |
| Other Corporate Governance requirements with respect to subsidiary of listed entity                               | 24(2),(3),(4),(5) & (6)       | N.A. |
| Annual Secretarial Compliance Report  | 24(A)                         | Yes  |
| Alternate Director to Independent Director  | 25(1)                         | N.A. |
| Maximum Directorship & Tenure   | 25 (2)                        | Yes  |
| Meeting of independent directors  | 25(3) & (4)                   | Yes  |
| Familiarization of independent directors  | 25(7)                         | Yes  |
| Declaration From Independent Director   | 25(8) & (9)                   | Yes  |
| D & O Insurance for Independent Director  | 25(10)                        | N.A. |
| Memberships in Committees   | 26(1)                         | Yes  |
| Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel | 26(3)                         | Yes  |
| Disclosure of Shareholding by Non-Executive Directors   | 26(4)                         | Yes  |
| Policy with respect to Obligations of directors and senior management   | 26(2) & 26(5)                 | Yes  |

**Note**

- 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- 2 If status is "No" details of non-compliance may be given here.
- 3 If the Listed Entity would like to provide any other information the same may be indicated here.

**III Affirmations:**

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. NA

**For Shree Tulsi Online.Com Limited**

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**Vinod Kumar Bothra**  
DIN: 00780848

**Company Secretary / Compliance Officer / Managing Director / Whole Time Director / CEO / CFO**