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# SHREE TULSI ONLINE.COM LIMITED

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[Corporate Identity Number (CIN) : L99999WB1982PLC035576]

## BOARD OF DIRECTORS

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Mr. V. K. Bothra	Whole Time Director
Mr. A. K. Jain	Director
Mr. J. Singha	Director
Mr. N. B. Ranabhat	Director
Mrs. C. D. Lakhotia	Director

## STATUTORY AUDITORS

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M/s. Mohindra Arora & Co.  
Chartered Accountants  
Mumbai

## REGISTERED OFFICE

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4, Netaji Subhas Road (1st Floor)  
Kolkata – 700 001  
Phone / Fax : 033 – 22624717  
Email: investors@shreetulsonline.com  
Website : www.shreetulsonline.com

## COMPANY SECRETARY

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Mr. S. S. Chowdhury

## BANKERS

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HDFC Bank  
Yes Bank Limited

## REGISTRAR & TRANSFER AGENT

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Adroit Corporate Service Pvt. Ltd.  
19, Jaferbhoy Industrial Estate,  
1st Floor, Makwana Road,  
Marol Naka, Andheri (E),  
Mumbai – 400 059  
Phone: 022 – 28590942  
Fax: 022 – 28503748



# SHREE TULSI ONLINE.COM LIMITED

## NOTICE

**NOTICE** is hereby given that the 32<sup>nd</sup> Annual General Meeting of Shree Tulsi Online.Com Limited will be held on Monday, 25<sup>th</sup> August, 2014 at 04:30 P.M. at O2 VIP Hotel, VIP Road, Kaikhali, Kolkata – 700 052 to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet, the Statement of Profit & Loss and the Cash Flow Statement for the year ended 31<sup>st</sup> March, 2014, together with the Reports of the Board of Directors' and Auditors' thereon.
2. To consider and if thought fit to pass with or without modification the following resolution as an Ordinary Resolution.

**“RESOLVED** that pursuant to the provisions of Section 139 and other applicable provisions of the Companies Act, 2013 and Rules made there under and pursuant to the recommendation of the Audit Committee of the Board of Directors M/s. Mohindra Arora & Co., Chartered Accountants (Registration No.:006551N) be and are hereby appointed as the Auditors of the company to hold office from the conclusion of this Annual General Meeting (AGM) until the conclusion of the 36<sup>th</sup> Annual General Meeting (AGM) (Subject to ratification of the appointment by the members at every AGM held after this AGM) and that the Board of Directors be and is hereby authorized to fix such remuneration as may be determined by the Audit Committee in consultation with the Auditors.”

### SPECIAL BUSINESS:

3. To consider and if thought fit to pass with or without modification the following resolution as an Ordinary Resolution.

**“RESOLVED** that pursuant to the provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013 and Rules made there under, read with schedule IV to the Companies Act, 2013, as amended from time to time Mr. Jyotiraaditya Singha (DIN:02354678), a Non Executive Independent Director of the company, who has submitted a declaration that he meets criteria for Independence as provided in section 149 (6) of the Act and who is eligible for appointment, be and is hereby as an Independent Director of the Company with effect from 29.05.2012 upto 28.05.2017, not liable to retire by rotation.”

4. To consider and if thought fit to pass with or without modification the following resolution as an Ordinary Resolution.

**“RESOLVED** that pursuant to Section 149, 152 and applicable provisions of Companies Act, 2013 and the Rules made there under read with schedule IV to the Companies Act, 2013 Mr. N.B. Ranabat (DIN:06716666) who was appointed as an additional director (Non Executive Independent) of the company by the Board of Directors with effect from 13.11.2013 and who holds office until the next Annual General meeting in terms of Section 161 of the Companies Act, 2013 and in respect of whom the company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. N. B. Ranabat as a candidate for the office of Director of the company, be and is hereby appointed as an independent Director of the company upto 12.11.2018, not liable to retire by rotation.”

5. To consider and if thought fit to pass with or without modification the following resolution as an Ordinary Resolution.

**“RESOLVED** that pursuant to Section 149, 152 and applicable provisions of Companies Act, 2013 and the Rules made there under read with schedule IV to the Companies Act, 2013 Mrs. Chanderkala Devi Lakhota (DIN:06904489) who was appointed as an additional director of the

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**SHREE TULSI ONLINE.COM LIMITED**

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company by the Board of Directors with effect from 25.07.2014 and who holds office until the next Annual General meeting in terms of Section 161 of the Companies Act, 2013 and in respect of whom the company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mrs. Chanderkala Devi Lakhotia as a candidate for the office of Director of the company, be and is hereby appointed as an Independent Director of the company for a term of five years and shall hold office up to the conclusion of the Thirty Seven Annual General Meeting, not liable to retire by rotation”

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

**Date : 25.07.2014  
Place : Kolkata**

**V. K. Bothra  
(Whole Time Director)**

**NOTES:**

The relative Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (Act) in respect of the business under Item Nos.2 to 6 of the Notice, is annexed hereto.

Details under Clause 49 of the Listing Agreement with the Stock Exchange in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.

A person can act as a proxy on behalf of members not exceeding fifty [50] and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member. 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 meeting. Proxies submitted on behalf of limited companies, societies etc., must be supported by appropriate resolutions/authority, as applicable.

Members who are holding Company's shares in a Dematerialized form are required to bring details of their depository account No. for identification.

Members are requested to kindly notify immediately change if any, in their address to the company.

Register of Members and Share Transfer Books shall remain closed from 20/08/2014 to 25/08/2014 (Both days inclusive).

Pursuant to the Provisions of Section 205A and 205C of the Companies Act, 1956, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of transfer to Unpaid Dividend Account shall be transferred to the Investor Education and protection Fund set up by the Central Government. No claims shall lie against the company or said fund, in respect of individual amount /s which remain unclaimed or unpaid for a period of seven years from the date of payment, and no payment shall be made in respect of any such claims.

Members who have not encashed the dividend warrant (s) so far, for any of the dividends declared for the earlier year or for any subsequent year/s are requested to make their claims immediately to the Company.

Electronic copy of the Notice of the 32<sup>nd</sup> Annual General Meeting of the Company, inter-alia, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participant (s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 32<sup>nd</sup> Annual General Meeting of the Company, inter-alia, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

**Voting through electronic means**

In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide Members facility to exercise their right to vote at the Annual General Meeting by electronic means and the business may be transacted through e-voting services provided by Central Depository Services (India) limited (CDSL). The instructions for e-voting are as under:

**In case of members receiving e-mail:**

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (ii) Click on "Shareholders" tab.

- (iii) Now, select the “Shree Tulsi Online.Com Limited ” from the drop down menu and click on “SUBMIT”
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
<b>PAN*</b>	<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 last 8 digits of the demat account/folio number in the PAN field.</li> <li>• In case the folio 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 folio number 100 then enter RA00000100 in the PAN field.</li> </ul>
<b>DOB#</b>	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then reach directly 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, provided 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Shree Tulsi Online.Com Limited on which you choose to vote.
- (xii) 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 the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
  - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

**In case of members receiving the physical copy:**

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The voting period begins on August 20, 2014 at 9.00 A.M and ends on August 21, 2014 at 6.00 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 25.07.2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) 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.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- (D) Pursuant to Clause 35B of the Listing Agreement, members may fill in the Ballot Form enclosed with the Notice (a copy of the same is also part of the soft copy of the Notice) and submit the same in a sealed envelope to the Scrutinizer, Mr. Rakesh Singhi, Practicing Chartered Accountants, C/o. Shree Tulsi Online.Com Limited, 4, N. S. Road, 1st Floor, Kolkata - 700001, so as to reach by 6.00 p.m. on 21<sup>st</sup> August, 2014. Unsigned, incomplete or incorrectly ticked forms are liable to be rejected and the decision of the Scrutinizer on the validity of the forms will be final.
- (E) In the event member casts his votes through both the processes i.e. E-voting and Ballot Form, the votes in the electronic system would be considered and the Ballot Form would be ignored.
- (F) The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. July 25, 2014,
- (G) The Scrutinizer will within a period of not exceeding three (3) working days from the conclusion of the e-Voting period unlock the votes in the presence of at Least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- (H) The Results will be declared at the 32<sup>nd</sup> Annual General Meeting of the Company. The Results declared along with the Scrutinizer's Report will be placed on the Company's website [www.shreetulsionline.com](http://www.shreetulsionline.com). and on the website of CDSL within two (2) days of passing of the resolutions at the 32<sup>nd</sup> Annual General Meeting of the Company and will be communicated to Calcutta Stock Exchange limited / Bombay Stock Exchange Limited.
- (I) All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours on any working day up to the date of the 32<sup>nd</sup> Annual General Meeting of the Company.
- (J) Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their questions to the Secretary / Director of the Company so as to reach at least seven days before the date of the meeting, so that the information required may be made available at the meeting to the best extent possible.

**Explanatory Statement  
(Pursuant to section 102 of the Companies Act, 2013)**

As required by Section 102 of the Companies Act, 2013 (Act), the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 2 to 5 of the accompanying Notice:

**Item No. 2:**

M/s. Mohindra Arora & Co., Chartered Accountant (Registration No. 006551N) Mumbai were appointed as the Statutory Auditors of the Company for financial year 2013-14 at the Annual General Meeting (AGM) of the Company held on 02.09.2013.

As per the provisions of Section 139 of the Act, no listed company can appoint or re-appoint an audit firm as auditor for more than two terms of five consecutive years.

In view of the above, M/s. Mohindra Arora & Co., being eligible for re-appointment and based on the recommendation of the Audit Committee, the Board of Directors has, at its meeting held on 15.07.2014, proposed the appointment of M/s. Mohindra Arora & Co., as the Statutory Auditors of the Company for a period of four years to hold office from the conclusion of this AGM till the conclusion of the 36<sup>th</sup> Annual General Meeting (AGM) of the Company (subject to ratification of their appointment at every AGM).

None of the other Directors are concerned or interested in the Resolution.

The Board of Directors of the Company recommends the ordinary resolution as set out in the Notice for Members' approval.

**Item Nos. 3 to 4:**

The Company had, pursuant to the provisions of Clause 49 of the Listing Agreements entered with the Stock Exchanges, appointed Mr. N. B. Ranabhat and Mr. Jyotiraaditya Singha, as Independent Directors at various times, in compliance with the requirements of the clause. Pursuant to the provisions of Section 149 of the Act, which came in to effect from 1<sup>st</sup> April, 2014, every listed public company is required to have at least one-third of the total number of directors as independent directors, who are not liable to retire by rotation.

Mr. N. B. Ranabhat and Mr. Jyotiraaditya Singha, non-executive directors of the Company, have given a declaration to the Board that they meet the criteria of independence as provided under Section 149(6) of the Act. The Company has received notice pursuant to section 160 of the Companies Act, 2013 from members with requisite deposits for proposing the appointment of aforesaid Independent Directors.

The Nomination and Remuneration Committee has recommended the appointment of these directors as Independent Directors.

In the opinion of the Board, each of these directors fulfill the conditions specified in the Act and the Rules framed there under for appointment as Independent Director and they are independent of the management.

None of Directors, key managerial personnel or their relatives, except Mr. H.M. Singhi and Mr. N.B. Ranabhat respectively to whom the resolutions relates are interested or concerned in the resolutions

**Item No. 5:**

Pursuant to Section 149, 152 schedules IV of the Companies Act 2013 read with Companies (appointment and qualification of Director) Rules 2014, it is proposed to appoint Mrs. Chanderkala Devi Lakhotia as independent Director of the company upto 37<sup>th</sup> AGM). A notice has been received from a member with requisite deposits for proposing Mrs. Chanderkala Devi Lakhotia as a candidate for the office of Director of the Company.

The Board of Directors at its meeting held on 25.07.2014 has appointed Mrs. Chanderkala Devi Lakhotia as an additional Director on the Board of Director of the company.

None of Directors, Key Managerial Personnel or their relatives, except Mrs. Chanderkala Devi Lakhotia to whom the resolutions relates is interested or concerned in the resolutions.

The Board of Directors believe that the association of the aforementioned Directors with company will be in the Interest and smooth operations of the Company and hence the Board recommends the appointment of aforementioned Directors as independent Directors as set out in item No 3 to 5 for the approval of the shareholders at the ensuing Annual General meeting

In the opinion of the Board the aforementioned Independent Directors fulfill the conditions specified in Section 149, 152 schedule IV of the Companies Act, 2013 read with Companies (appointment and qualification of Director) Rules 2014, and Clause 49 of the listing agreement (including any statutory modification (s) and such independent director are independent of management, further all the aforesaid Independent Director have given a declaration to the Board of Director to the effect that they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

#### **Annexure to the Notice**

##### **Profile of the Independent Directors to be appointed is given below:**

Mr. Jyotiraaditya Singha is well qualified and having wide experience in the field of Accounts, Finance and Taxation etc.

Mr. N. B. Ranabhat is well qualified and having wide experience and skills in the field of Accounts, Finance, Taxation and commercial Operations of the Company

Both Independent Directors have not holding any shares in the Company.

The aforesaid Independent Directors have wide experience in their respective field and handled corporate responsibility. They have substantially contributed to the growth of the Company.

They are members of Audit committee and shareholders grievance committee and Nomination and remuneration committee of the Board of the Company.

Mrs. Chanderkala Devi Lakhotia is well qualified and having wide experience in the field of Marketing.  
Mrs. Chanderkala Devi Lakhotia is not holding any shares in the Company.

**DIRECTOR'S REPORT TO THE SHAREHOLDERS**

Dear Shareholders,

Your Directors are pleased to present the 32<sup>nd</sup> Annual Report together with the Audited Statement of Accounts and the Auditors Report of your company for the year ended 31<sup>st</sup> March, 2014.

The Financial highlights for the year under review are given below:

**FINANCIAL RESULTS**

(Rs. in Lacs)

Particulars	31st March, 2014	31st March, 2013
Total Income	1771.44	2,183.63
Profit before Depreciation & Tax	29.26	103.07
Depreciation	12.96	17.07
Profit before Tax	<b>16.30</b>	<b>86.00</b>
Less – Tax	0.03	2.11
Profit after Tax	<b>16.27</b>	<b>83.89</b>
Add: Balance of Profits for earlier years	563.66	479.77
Balance carried to Balance Sheet	<b>579.93</b>	<b>563.66</b>

**DIVIDEND**

Due to requirement of funds for the existing business activities, your directors do not propose to declare any dividend for the financial year 2013-2014.

**PERFORMANCE**

The Total Income for the financial year under review is Rs. 1,771.44 lacs against Rs.2183.63 lacs in previous year. The Net Profit generated by the company during the year under review is Rs. 16.27 lacs as compared to Rs. 83.89 lacs during the previous year.

**DIRECTORS**

As on date, the Board of Directors of the Company comprises Five Directors of which three are Non-Executive Independent Directors in terms of Clause 49 of the Listing Agreement and Section 149(6) of the Companies Act, 2013.

**Appointment.**

In terms of Section 149 of the Companies Act, 2013, an Independent Director shall hold office for a term up to five years on the Board of a Company.

The Board of Directors in their meeting held on 15.07.2014 has appointed Mr. Jyotiraaditya Singha and Mr. N. B. Ranabhat as the Independent Directors of the Company for a term of five years term up to 28.05.2017 and 12.11.2018 respectively.

Mr. H. S. Talreja resigned from the Board and Audit committee as well as / Share Holders / Investors Grievances Committee w.e.f. 13/11/2013, due to his preoccupation in other work. The Board places on record its gratitude for the services rendered by him during the tenure as director of the company.

Mr. Kuldeep Rawat resigned from the Board and Audit committee as well as / Share Holders / Investors Grievances Committee w.e.f. 26/05/2014, due to his preoccupation in other work. The Board places on record its gratitude for the services rendered by him during the tenure as director of the company.

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## SHREE TULSI ONLINE.COM LIMITED

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Pursuant to Section 149, 152 Schedule IV of the Companies Act, 2013 read with Companies (appointment and qualification of Director) Rules, 2014, Mrs. Chanderkala Devi Lakhota (Woman Director) is appointed as independent Director of the company w.e.f 25.07.2014 for a term of five years.

The Notice convening the Annual General Meeting includes the proposals for appointment / re-appointment of the Directors. Brief resumes of the Directors proposed to be appointed / re-appointed have been provided as an Annexure to the Notice convening the Annual General Meeting.

### **LISTING OF SHARES**

Equity shares of your Company are continued to be Listed with Calcutta Stock Exchange and are also traded under permitted category at Bombay Stock Exchange. Listing fees has already been paid in pursuance to Clause 38 of the Listing Agreement.

### **COMPLIANCE WITH THE ACCOUNTING STANDARDS**

The Company prepares its accounts and other financial statements in accordance with the relevant accounting principles and also complies with the accounting standards issued by the Institute of Chartered Accountants of India.

### **INTERNAL CONTROL AND INTERNAL AUDIT**

The Company has in place well-defined internal control mechanisms and comprehensive internal audit programmes with the activities of the entire organisation under its ambit. The internal audit programme is reviewed and approved by the Audit Committee at the beginning of each financial year and progress reports are placed before the Committee on a quarterly basis.

### **AUDITORS & AUDITORS OBSERVATION**

M/s. Mohindra Arora & Co., Chartered Accountant (Registration No. 00655IN) Statutory Auditors of the Company retire at the ensuing Annual General Meeting and being eligible offer themselves for re-appointment. In terms of Section 139 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, M/s. Mohindra Arora & Co., Chartered Accountant (Registration No. 00655IN) are eligible to be re-appointed for a period of 4 years which is subject to annual ratification by the members of the Company.

The Board of Directors upon the recommendation of the Audit Committee proposes the re-appointment of M/s. Mohindra Arora & Co., Chartered Accountant (Registration No. 00655IN) as the Statutory Auditors of the Company for a period of four years, subject to the approval of the members at the Annual General Meeting.

There are no qualifications or adverse remarks in the Auditors' Report which require any explanation from the Board of Directors.

### **FIXED DEPOSITS**

The company has not accepted any public deposit and, since incorporation u/s 58A of the Companies Act, 1956.

### **CORPORATE GOVERNANCE**

A separate section on Corporate Governance is included in the Annual Reports and the Certificate from Company's auditors confirming the compliance with the code of Corporate Governance as enumerated in Clause 49 of the Listing Agreements with the Stock Exchange is annexed hereto.

## **CODE OF CONDUCT**

As prescribed under Clause 49 of the Listing Agreement, a declaration signed by Whole time Director affirming compliance with the Code of Conduct by the Directors and senior management personnel of the Company for the financial year 2013-14 forms part of the Corporate Governance Report.

## **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

Management Discussion and Analysis Report for the year under review as stipulated under Clause 49 of the Listing Agreement with Stock Exchange is presented separately forming part of the Annual Report.

## **HRD INITIATIVES**

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 part, 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.

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

## **PARTICULARS OF EMPLOYEES**

None of the employees of the Company was in receipt of remuneration exceeding the limits prescribed under Section 217(2A) of the Companies Act, 1956 read with companies (Particulars of employees) Rules 1975.

## **ADDITIONAL INFORMATION TO SHAREHOLDERS**

All important and pertinent investor information such as financial results, investor presentations, press releases, new launches and project updates are made available on the Company's website [www.shreetulsonline.com](http://www.shreetulsonline.com). on a regular basis.

## **DIRECTORS RESPONSIBILITY STATEMENT**

Pursuant to the requirement under Section 217(2AA) of the Companies Act, 1956 with respect to the Directors responsibility statement, it is hereby confirmed that:

- (i) in the preparation of the annual accounts for the year ended 31<sup>st</sup> March, 2014, the applicable accounting standards have been followed and there are no material departures from the same;
- (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, 2014 and of the profits 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.

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO,**

The statement of particulars under Section 217(1)(e) of the Companies Act, 1956 regarding conservation of energy, technology absorption and Foreign exchange earnings and outgo are given below::

- a) Your Company has not consumed energy of any significant level. Accordingly, no measures were taken for energy conservation and no investment is required to be for reduction of energy consumption.
- b) No comment is made on technology absorption, considering the nature of activities undertaken by your company during the year under review.
  - c.i) No Expenditure has been made for research and development during the year under review.
  - c.ii) To enhance its capability and customer service, the company continues to make investment in R&D. The R&D activities are carried out in-house in the e-business solutions, knowledge management, Software development, etc.
  - c.iii) The benefits of R&D have led to improved performance due to upgradation of existing knowledge. The R&D has resulted in direct benefits in improved productivity and customer service.
  - c.iv) The on-going process of R&D will be directed towards creation of new software tools and utilities, development of advanced techniques and process and will help in the development of the company. The company will continue to leverage new technologies and upgrade existing performance. This will enable the company to introduce and implement new technology to meet changing market.
- d) There were no Foreign Exchange earnings or out go during the year under review.

**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.

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

**Date : 25.07.2014  
Place : Kolkata**

**V. K. Bothra  
(Whole Time Director)**

## MANAGEMENT DISCUSSION AND ANALYSIS

### OUR VISION

To be a leading information technology company best known for providing technology expertise through integrated intelligent solution and customer satisfaction.

### OUR MISSION

To provide world class IT solutions and online services to our customers, especially designed to serve their needs and business requirements to grow their business

### COMPANY REVIEW

Shree Tulsi Online.Com Ltd (STOL) is a global IT solutions company with more than 30 years experience. We provide full-cycle services in the areas of software development, web-based solutions, web application and portal development and internet marketing.

### Commodity Trading

This Strategic Business Unit (SBU) is involved in trading of various agricultural and allied products in India. The agricultural commodities are also termed as “soft” commodities because they are more “earthy” than the energy and bullion. Being natural resources, commodities have universal appeal. Our company trades in commodities which are not excessively influenced by overseas prices.

## INDUSTRY STRUCTURE AND DEVELOPMENT

### Information Technology Industry

Information technology in India is an industry consisting of two major components: IT Services and business process outsourcing (BPO)/ business process management (IT-BPM) as it is rebranded now. The growth in the service sector in India has been led by the IT–ITES sector, contributing substantially to increase in GDP, employment, and exports. IT & ITES was one of the top performing sectors of the calendar year 2013. Currency fluctuation and marginal improvement in global economy have made the sector worth more than USD 100 billion as of today.

India is one of the fastest-growing IT services markets in the world. It is also the world's largest sourcing destination, accounting for approximately 52 percent of the US\$ 124–130 billion market. The country's cost competitiveness in providing IT services continues to be its USP in the global sourcing market. IT services sector spending is estimated at USD 11.2 billion in 2014 from USD 9.94 billion in 2013, an increase of around 13 percent and one of the fastest growth amongst the various other IT segments, according to a survey by Gartner. The sector has increased its contribution to India's GDP from 1.2% in FY 1998 to over 8.1% in FY 2013. The Indian IT-BPM industry has already begun moving from enterprise services to providing 'enterprising solutions'.

According to NASSCOM, the Indian IT sector is estimated at US\$118 billion in FY 2014, where export and domestic revenue constitutes US\$ 86 billion growing at over 13 % and US\$ 32 billion growing by over 9%, respectively. And the industry size may expand to around \$219-239 billion by FY 2019. Industry consolidation led by mergers and acquisitions could add another dimension to growth and diversification in Social Media, Mobility, Analytics and Cloud (SMAC) will remain a key driver for this growth.

Export dominate the IT–ITES industry, and constitute more than 70% of the total industry revenue. Though the IT–ITES sector is export driven, the domestic market is also significant with a robust revenue growth owing to the growth fueled by SMAC and IT solutions for emerging verticals such as healthcare, medical and educational services in the domestic market.

## Commodity Industry

Broadly speaking commodities can be divided in two categories: Soft and Hard. Soft commodities are typically grown. Corn, wheat, soybean, Soybean oil, sugar are all examples of "soft" commodities. Many soft commodities are subject to spoilage, which can create huge volatility in the short term. Weather plays a huge role in the soft market, which makes predicting supply especially difficult.

On the other hand hard commodities are typically mined from the ground or taken from other natural resources: gold, oil, aluminum. In many cases, initial products are refined into further commodities, as oil is refined into gasoline. Because "hard" commodities are easier to handle than "softs," and because they are more integrated into the industrial process, most investors focus on these products.

There is a huge domestic market for commodities in India since India consumes a major portion of its agricultural produce locally. Indian commodities market has an excellent growth potential and has created good opportunities for market players.

The FMC has initiated several measures to stimulate active trading interest in commodities. Steps such as lifting the ban on futures trading in commodities, approving new exchanges which offer modern infrastructure and systems, and removing legal hurdles to attract more participants have increased the scope of commodity derivatives trading in India. This has boosted both the spot market and the futures market in the country. The trading volumes are increasing while the list of commodities traded on the national commodity exchanges also continues to expand.

The Indian market, especially the commodity market, had been integrating with the global market as a result of the free-trade environment created by internal and external trade reforms.

## OUTLOOK

### Information Technology Industry

The multi-billion dollar Indian IT industry is poised for higher revenue growth in fiscal 2014-15, as the outlook is qualitatively better than the fiscal (2013-14). There is a capacity to make up for the skill shortage in our export markets and turn the opportunity into a win-win situation for the industry and its clients, which look to adopt India's technology for innovation and competitiveness as an export-driven sector, with about 90 percent revenues coming from overseas, India will witness quality of demand getting better as evident from signs of improvement in the US and European economies. The domestic market also offers huge opportunity for the industry to partner with the private sector and the governments.

Revenue growth for FY15 for the industry is likely to improve marginally from about 13% in FY14. The growth will be backed by an improving business environment and increased competitiveness of Indian exporters on the back of a depreciated rupee. The flat to moderately positive budgets of clients, which are under pressure to reduce costs, will push them to opt for outsourcing commoditised services like application maintenance and other labour-based offerings to Indian IT companies.

The Company is poised to being highly profitable by helping its clients solve their business technology challenges through quality system engineering and timely solution delivery. To achieve this vision, the company plans to make significant investments in its manpower in the areas of relocation, orientation and training. The company believes that this approach is key to the personal and professional development of its manpower and manpower are the mechanism through which the company meet the needs of its client.

In Information Technology segment, the company's future focus would be to become a leader in Info-solutions and prefer to become more active in the market of MIS Software, Call Centre software solutions, CRM Software Development & Solutions, WAP enabled product solutions and Turnkey ERP Solutions.

The Company is confident to maintain its growth rate and it is definite to accelerate with higher and higher quality services to its customers. In order to attain high growth, the future strategy will be the following:

- v Embracing emerging technologies,
- v Increased customer-centricity,

- v Deepening focus on new markets,
- v Adopting new business models
- v Venturing into application development for smartphones, mobiles and tablets

### **Commodity Industry**

India's major growth sectors of the future, including food, textiles, housing, infrastructure and energy, are commodity intensive. India is set to become a major producer, consumer, exporter and importer of a wide range of commodities.

The government has been working on long-term policies for sustainable growth in agricultural commodities. The Forwards Markets Commission (FMC) has initiated several measures to stimulate active trading interest in commodities. Steps such as lifting the ban on futures trading in commodities, approving new exchanges which offer modern infrastructure and systems, and removing legal hurdles to attract more participants have increased the scope of commodity derivatives trading in India. This has boosted both the spot market and the futures market in the country. The trading volumes are increasing while the list of commodities traded on the national commodity exchanges also continues to expand.

The Indian market, especially the commodity market, had been integrating with the global market as a result of the free-trade environment created by internal and external trade reforms.

### **RISK AND CONCERNS**

For FY15, margins are likely to remain under pressure due to wage inflation in first quarter of FY15. Margin erosion is expected to be partly off-set by a higher employee use as well as improvements in productivity levels will also help contain margin erosion. The company is quite prepared for such healthy competition. The company is in competitive sector and its performance depends on the country's economic growth and government policies towards the industry. With globalization, the company perceives the risk of competitions from major international players.

High degree of proactivism, maturity, business understanding and entrepreneurship are the key to revenue recognition in this industry.

### **INTERNAL CONTROL**

The company has a proper, strong independent and adequate system of internal controls to ensure that all the assets are safeguarded/ protected against loss from unauthorized use and that transactions are authorized recorded and reported correctly.

The efficiency and effectiveness of the company's internal control system is guaranteed by the fact that the company has in place a system that provides of checks and balance and improvements in controls are regularly made. The internal control systems are also designed to ensure that the financial and other records are reliable, and available instantly for preparing financial statements.

The company has appointed external firm of Chartered Accountants which conducts an audit plan and report significant observations to the audit committee from time to time. The views of statutory auditors are also considered to ascertain the adequacy of the internal control system.

### **HUMAN RESOURCE DEVELOPMENT**

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.

The Company adopts the best of human resources practices so as to enhance the skill, efficiency and development of employees of the company. The company believes and follows sound ethical and moral values and constantly ensures to make the working enjoyable for the employees and at the same time the

productivity per employees is also enhanced. All the manpower initiatives including training, meetings and brainstorming sessions are implemented with the aim of maximizing productivity and aligning organizational needs with employees' aspirations.

The atmosphere at the Company persuades employees to have free and frank communication with senior. The Company is always in search of opportunities and the best of methods for improvement in employee participation at all levels whereby views and suggestions of the company are heard and acted upon.

#### **CAUTIONARY STATEMENT**

Statements made in the management discussion and analysis 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.

Statements in this report on Management's Discussion and Analysis describing the Company's objectives, projections, estimates, expectations or predictions may be "forward looking statement" within the meaning of applicable securities laws or regulations. These statements are based on certain assumptions and expectations of future events. Actual result could differ materially from those expressed or implied. Important factors that could make a difference to the company's operations include global and domestic demand supply conditions, finished goods prices, raw material cost and availability, changes in government regulation, tax regimes economic developments within India and other factors such as litigations and industrial relations. The company assumes no responsibility to publicly amend modify or revise any forward looking statements, on the basis of any subsequent developments, information or events.

**CORPORATE GOVERNANCE**

**Company's Philosophy on code of Governance:**

The company continue to believe strongly in adopting and adhering to the best corporate governance practices and benchmarking itself against the company's best practice. It is the company's ongoing endeavour to achieve the highest level of governance as a part of its responsibility towards the shareholders and other stakeholders Transparency and integrity continue to be the cornerstones for good governance and the company is strongly committed to this principle for enhancing stakeholders' value. The company is in compliance with requirements stipulated under Clauses 49 of the Listing Agreements entered into with the stock exchange with regard to corporate governance, details of which are given below;

**Board of Directors:**

The Board of Directors consists of Five directors, out of which four are non executive directors with a Non Executive Independent Director as a chairman. The composition of the Board is in conformity with Clause 49 of the Listing Agreement entered into stock exchange. None of the Non-Executive Independent Directors are responsible for the day to day affairs of the Company. All Non-Executive Independent Directors are persons of eminence and bring a wide range of expertise and experience to the Board. As per the declarations received by the Company, none of the Directors are disqualified under Section 274(1) (g) of the Companies Act, 1956 read with Companies (Disqualification of Directors under Section 274(1) (g) of the Companies Act, 1956) Rules, 2003 and / or Section 164(2) of Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014.

Necessary disclosures have been made by the Directors stating that they do not hold membership in more than 10 Committees and / or are acting as Chairman in more than 5 Committees in terms of Clause 49 of the Listing Agreement.

The composition of Board of Directors, their attendance at board meetings, last Annual General Meeting, directorship held by them in other Companies and also membership of the committee of the board of such companies are as follows:

Name of Director	Category	No. of Board Meeting Attended	Attendance at Last AGM	No. of Other Directorship <sup>^</sup>	No. of Other committee membership
Mr. Vinod Kumar Bothra	Whole Time Director	5	Yes	Nil	Nil
Mr. Abhishek Kumar Jain	Non-Executive Director	5	Yes	7	6
Mr. Kuldeep Rawat \$	Non-Executive Independent Director	5	Yes	Nil	Nil
Mr. Jyotiraaditya Singha	Non-Executive Independent Director	2	No	1	3
Mr. Haresh Sunderdas Talreja#	Non-Executive Independent Director	1	No	Nil	Nil
Mr. Netra Bahadur Ranabat*	Non-Executive Independent Director	1	No	1	2

<sup>^</sup> Directorship in Private Limited is not considered.

\*Mr. N. B. Ranabat was appointed as additional Director (Non Executive Independent Director) of the company w.e.f. 13/11/2013

#Mr. Haresh Sunderdas Talreja resigned from the Board w.e.f 13.11.2013

\$ Mr. Kuldeep Rawat resigned from the Board w.e.f. 26/05/2014

## SHREE TULSI ONLINE.COM LIMITED

Five Board Meeting were held during the year and the gap between two meetings did not exceed four months. The dates on which the said meetings were held are as follows

29.05.2013, 29.07.2013, 12.08.2013, 13.11.2013 and 13.02.2014.

None of the Non Executive Independent Directors have any material pecuniary relationship or transaction with company

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.

### Code of conduct:

The Board has laid down a code of conduct for its members and senior management personnel of the Company. The code of conduct is available on the website of the company [www.shreetulsionline.com](http://www.shreetulsionline.com). All the Board members and senior management personnel have affirmed compliance with the code conduct. The Whole Time Director has affirmed to the Board that this code of conduct has been compiled by the Board members and senior management personnel.

### Audit Committee:

The Board of Directors has reconstituted the Audit Committee to align the terms of reference of the Committee in accordance with the provisions of Companies Act, 2013. The Company has qualified Audit Committee comprising of three Non-Executive Directors. Out of them two members are Independent Directors. The committee appointed Mr. N.B. Ranabat as Chairman of the Audit Committee, who has knowledge of finance and accounting etc. All the members of the Audit Committee (Non-Executive Directors) are financially literate and possess necessary expertise in finance/ accounting and related experience

The Audit Committee has met four times during the financial year 2013-2014 and not more than four months has elapsed between two such meetings. The meetings held during the financial year 2013- 2014 are: 27/05/2013, 10/08/2013, 11/11/2013 and 12/02/2014.

The powers, role and terms of reference of the Committee are in consonance with the requirements mandated under Section 177 of the Companies Act, 2013 and Clause 49 of the Listing Agreement entered into with the stock exchange and includes the following:

- To Review of the quarterly, half yearly and annual financial results of the Company before submission to the Board
- To Review with the management and statutory auditors, the annual financial statements before submission to the Board
- To Review the company's financial and risk management policies
- Recommendation for appointment of Statutory Auditors
- To consider such other matters as may be required by the Board
- To review the functioning of the Whistle Blower mechanism, in case, the same exists
- To carry out any other function as is mentioned in the terms of reference of the audit committee as amended from time to time by the listing agreement and Companies Act 1956.

The constitution of the Audit Committee and attendance at the meetings are as under:

Name of the Member	Category	No. of Meeting Attended
Mr. Kuldeep Rawat	Non – Executive (Independent) Chairman	4
Mr. J. A. Singha	Non – Executive (Independent)	4
Mr. H. S. Talreja	Non – Executive (Independent)	1
Mr. N. B. Ranabat	Non – Executive (Independent)	1
Mr. A. K. Jain	Non – Executive	-

- Mr. H. S. Talreja Non-Executive Independent Director ceased from the Audit Committee w.e.f. 13.11.2013,
- Mr. N. B. Ranabat Non-Executive Independent Director was appointed as Chairman of the Audit committee w.e.f. 13.11.2013,
- Mr. Kuldeep Rawat Non-Executive Independent Director ceased from the Audit committee w.e.f. 26/05/2014,
- Mr. A. K. Jain Non-Executive Director was appointed as a member of the Audit committee w.e.f. 26.05.2014.
- Mr. J. A. Singha Non-Executive Independent Director was appointed as a member of the Audit Committee w.e.f. 26/05/2014.

### **Stake Holders Relationship Committee**

The Board of Directors at their meeting held on 26.5.2014 renamed the shareholders / investors grievance committee as the stake holders relationship committee in order to align with the requirements of Companies Act, 2013. The Committee deals with stakeholder relations and security holder's grievances including matters related to investor's complaints, queries and requests relating to transfers of shares, non-receipt of Annual Reports, etc and such other issues as may be raised by the investors from time to time. It ensures that investor grievances/ complaints / queries are redressed in a timely and effective manner and to the satisfaction of investors. 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 role and terms of reference of the Committee are in consonance with the requirements mandated under Section 178 of the Companies Act, 2013 and Clause 49 of the Listing Agreement. Mr. Sashi Sekhor Chowdhury is Company Secretary cum Compliance Officer of the Company. The committee supervises the mechanism for redressal of investor grievances and ensures cordial relations. The committee also monitors the implementation and compliance with the company's code of conduct for prohibition of insider trading. The committee met two times during the year. All complaints were attended to and as on March 2014 no complaints remained unattended or pending.

Below-mentioned table gives the composition and attendance record of the Shareholders' Grievance Committee.

<b>Name of the Member</b>	<b>Category</b>	<b>No. of Meeting Attended</b>
Mr. Kuldeep Rawat	Non – Executive (Independent)	2
Mr. J. A. Singha	Non – Executive (Independent)	2
Mr. H. S. Talreja	Non – Executive (Independent)	1
Mr. N. B. Ranabat	Non – Executive (Independent)	1
Mr. A. K. Jain	Non – Executive	-

- Mr. H.S. Talreja Non-Executive Independent Director ceased from the members of the Stake Holders Relationship Committee w.e.f. 13.11.2013,
- Mr. N. B. Ranabat Non-Executive Independent Director was appointed as member of the Stake Holders Relationship Committee w.e.f. 13.11.2013,
- Mr. Kuldeep Rawat Non-Executive Independent Director resigned from the Stake Holders Relationship Committee w.e.f. 26/05/2014,
- Mr. A. K. Jain Non-Executive Independent Director was appointed as member of the Stake Holder's Relationship Committee w.e.f. 26.05.2014,
- Mr. J. A. Singha Non-Executive Independent Director was appointed as a Chairman of the Stake Holders Relationship C ommittee w.e.f. 26/05/2014.

# SHREE TULSI ONLINE.COM LIMITED

As on 31/3/2014 no share transfer request was pending. Share transfers and other related records duly signed by a Practicing Company Secretary have been furnished to Stock Exchanges

## **Nomination and Remuneration Committee:**

Remuneration committee was renamed as Nomination and Remuneration Committee and its role and terms of reference were enlarged by the board on 26.05.2014. The committee's constitution and terms of reference are in compliance with the provisions Section 178 of Companies Act, 2013 and Clause 49 of the Listing Agreement of the Stock Exchange from time to time. The committee is entrusted with the following powers:-

To identify person who are qualify to become directors and who may be appoint in senior management in the board their appoint reappoint and removal.

To recommend /approve remuneration of Whole Time Director / Executive or any Director, Key Personnel and any increase there in from time to time, within the limit approval by the members

To recommend /approve remuneration of Non executive Director / Independent 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 devise a policy on Board diversity

To exercise such other powers as may be delegated to it by the Board from time to time

The Committee decides the remuneration of Directors and senior management officers of the Company. All the members of remuneration committee are Non-Executive Directors. During the F.Y.2013–2014, the remuneration Committee met one times and all the members of the Committee were present in each meeting.

The details of remuneration of Mr. Vinod Kumar Bothra are as under:

<b>Name of Director</b>	<b>Salary cum Allowances</b>	<b>Stock Options and Other Benefits</b>	<b>Service Contract Tenure</b>
Mr. Vinod Kumar Bothra	Rs.288,000/-	Nil	3 Year

## **General Body Meeting:**

The last three Annual General Meetings were held as per details given below:

<b>Year</b>	<b>Address</b>	<b>Date</b>	<b>Day</b>	<b>Time</b>
2012 – 2013	O2,VIP Hotel, VIP Road, Kaikhali Kolkata- 700052	02/09/2013	Monday	3:00 P.M.
2011 – 2012	O2,VIP Hotel, VIP Road, Kaikhali Kolkata- 700052	11/09/2012	Tuesday	3:00 P.M.
2010 – 2011	4,Netaji Subhas Road 1st Floor Kolkata- 700 001	26/09/2011	Monday	3:00 P.M.

No special Resolution was put through postal ballot last year nor is it proposed to put any special resolution to vote through postal ballot.

## **Disclosure:**

There is no non-compliance with the regulations; no penalties or strictures have been imposed on the company by the Stock Exchanges, SEBI or any other authority on any matter relating 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 issued any GDRs /ADRs /Warrants/ Equity share or any Convertible instruments or any other instruments during the year.

The Company follows accounting standards issued by the Institute of Chartered Accountants of India and in the preparation of Financial Statements, the Company has not adopted a treatment different from that prescribed in an Accounting standard.

The Company does not have any subsidiary

The Company has complied with all mandatory requirements of revised Clause 49 of the Listing Agreement. The non-mandatory requirements, to the extent followed by the company have been duly stated in this report

**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.

**Code for prevention of insider trading practices:**

In compliance with SEBI regulation on prevention of insider trading, the company has instituted comprehensive code of conduct for its management and staff. The code lays down guidelines which advise them on procedures to be followed and disclosures to be made while dealing with shares of the company and cautioning them of the consequences of violations.

**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 CSE / BSE immediately after conclusion of the respective meeting.

The Company is in compliance with the provisions of the Listing Agreement 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 management discussion and analysis is a part of the Annual Report and annexed separately.

**General Shareholders Information:**

- |    |   |     |  |
|----|---|-----|--|
| 1. | Company Secretary cum<br>Compliance Officer | ... | Mr. Sashi Sekhor Chowdhury<br>4, Netaji Subhas Road 1st Floor<br>Kolkata – 700 001   |
| 2  | Annual General Meeting.                     |     |  |
|    | a) Date & Time                              | ... | Monday, 25 <sup>th</sup> August 2014 at 4.30 P.M   |
|    | b) Venue                                    | ... | O2 VIP Hotel, VIP Road, Kaikhali, Kolkata – 700 052  |
|    | c) Financial Calendar                       | ... | 1 <sup>st</sup> April to 31 <sup>st</sup> March  |
|    | d) Quarterly Results                        | ... | First Quarter - July 2014<br>Second Quarter - October 2014<br>Third Quarter - January 2015<br>Fourth Quarter - April / May |

## SHREE TULSI ONLINE.COM LIMITED

- e) Date of Book Closure ... 20/08/2014 to 25/08/2014
- f) Listing on Stock Exchanges ... The Calcutta Stock Exchange Assn. Ltd., BSE Ltd
- g) Stock Code ... 10025061 (CSE)  
590128 (BSE)
- h) Demat ISIN in NSDL & CDSL for equity shares ... INE130D01037
- i) Registrar and Share Transfer Agent (For Physical & Dmat Segment) ... Adroit Corporate Services Pvt. Ltd.  
19, Jaferbhoy Industrial Estate,  
1st Floor, Makwana Road, Andheri (E),  
Mumbai – 400 059  
Tel.: 022 – 28590942. Fax : 022 – 28503748
- j) Market Price data high, low, volume, during each month in last financial year is given below of BSE

Months	High (Rs.)	Low (Rs.)	Volume
April, 2013	32.00	30.20	79
May, 2013	28.70	28.70	7
June, 2013	-	-	-
July, 2013	-	-	-
August, 2013	29.00	29.00	21
September, 2013	31.95	31.95	52
October, 2013	-	-	-
November, 2013	32.50	32.50	50
December, 2013	-	-	-
January, 2014	35.80	34.05	7
February, 2014	-	-	-
March, 2014	33.50	32.00	67

### Share Transfer System:

The shares of the Company, being in the compulsory demat list, are transferable through the depository system. Shares in physical & dematerialized form are processed through M/s. Adroit Corporate Services Private Limited, Mumbai; shares lodged for transfer at the Registrar's address are normally processed and approved by share transfer cum shareholders grievance Committee on fortnight basis. All requests for dematerialization of shares are processed and the confirmation is given to the depositories within 15 days. Grievance received from members & other miscellaneous correspondence on change of address etc. is processed by the Registrar within 30 days.

### Dematerialization of Shares:

84.77% (approx) of total equity share capital is held in dematerialization form with NSDL & CDSL as at 31<sup>st</sup> March, 2014. Members can hold shares in electronic form and trade the same in depository system. However they may hold in same in physical form also.

# SHREE TULSI ONLINE.COM LIMITED

## Distribution of Shareholdings:

Categories of Shareholders as on 31/03/2014

Category	No. of Shareholders	No. of Shares	% of Equity Capital
Promoters Group	13	1,05,54,318	45.18
Other Bodies Corporate	125	66,60,208	28.51
Individual / Others	1,566	61,48,034	26.31
<b>Total</b>	<b>1,704</b>	<b>2,33,62,560</b>	<b>100.00</b>

## Distribution of Shareholdings as on 31/03/2014

No. of Equity Share held	No. of Shareholders	% of Shareholders	No. of Shares	% of Shares
Upto – 500	659	38.68	208510	0.89
501 – 1000	560	32.86	438779	1.88
1001 – 2000	182	10.68	255318	1.09
2001 – 3000	74	4.34	178948	0.77
3001 – 4000	37	2.17	132149	0.57
4001 – 5000	22	1.29	101170	0.43
5001 – 10000	87	5.11	618826	2.65
10001 & Above	83	4.87	21428860	91.72
<b>Total</b>	<b>1704</b>	<b>100.00</b>	<b>23362560</b>	<b>100.00</b>

## DECLARATION

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 accordance with the provision of Listing Agreement. I 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 31/03/2014.

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

**Date : 26.05.2014  
Place : Kolkata**

**V. K. Bothra  
(Whole Time Director)**

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# SHREE TULSI ONLINE.COM LIMITED

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## Auditor's Certificate

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** for the year ended on 31<sup>st</sup> March, 2014, as stipulated in Clause No.49 of the Listing Agreement of the said company with stock Exchanges in India.

The Compliance of conditions of Corporate Governance is the responsibility of the management of the company. Our examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance as stipulated in the clause. It is neither an audit nor an expression of opinion on the financial statement of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and based on the representation made by the Directors and Management, we certify that the company has complied with the conditions of Corporate Governance as stipulated in the abovementioned Listing Agreement.

We state that no investor grievances are pending for a period exceeding one month against the company as per the records maintained by the Stake holders relationship committee.

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

**For Mohindra Arora & Co**  
**(Chartered Accountants)**  
**FRN :: 006551N**

**Place : Mumbai**  
**Date : 26.05.2014**

**(A.K.Katial)**  
**Partner**  
**M. No. 09096**

## INDEPENDENT AUDITORS' REPORT

**To The Members of Shree Tulsi Online.Com Limited**

### Report on the Financial Statements

We have audited the accompanying financial statements of **Shree Tulsi Online.Com Limited** ("the Company"), which comprises the Balance Sheet as at 31<sup>st</sup> March, 2014 and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

### Management's responsibility for the Financial Statements

The Company's Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards notified under the Companies Act, 1956 (the Act) read with the General Circular 15/2013 dated 13<sup>th</sup> September, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013 and in accordance with the accounting principles generally accepted in India. This responsibility includes the design, implementation and maintenance of internal control 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.

### Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatements.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the 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.

- (a) In the case of the Balance Sheet, of the state of affairs of the Company as at 31<sup>st</sup> March, 2014;
- (b) In the case of the Statement of Profit & Loss for the year ended on that date; and
- (c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date;

**Report on other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-Section (4A) of Section 227 of the Act, we give in the Annexure a statement on the matters specified in Paragraphs 4 and 5 of the said order.
2. As required by Section 227 (3) of the Act, we report that:
  - a. we have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our Audit.
  - b. in our opinion proper books of account as required by Law have been kept by the Company so far as appears from our examination of those books.
  - c. the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this report are in agreement with the books of accounts.
  - d. In our opinion, the Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement comply with Accounting Standards notified under the Act read with the General Circular 15/2013 dated 13<sup>th</sup> September, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013.
  - e. on the basis of written representations received from the Directors as on 31st March, 2014 and taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2014, from being appointed as a Director in terms of clause (g) of sub-section (1) of Section 274 of the Companies Act, 1956.

**For Mohindra Arora & Co  
(Chartered Accountants)  
FRN :: 006551N**

**Place : Mumbai  
Date : 26.05.2014**

**(A.K.Katial)  
Partner  
M. No. 09096**

**Annexure to Auditors' Report**

***(The annexure referred to in Paragraph 1 under the heading Report on other Legal and Regulatory Requirements our Report of even date to the members of the Company)***

***The Comments given below are based on the data compiled by the Company in order to comply with requirements of the order. On the basis of such checks as considered appropriate and in terms of the information and explanations given to us, we state as under:***

1. In respect of its fixed assets:
  - a) The Company has maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.
  - b) We are informed that all the fixed assets have been physically verified by the management during the year, which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. No material discrepancies were noticed on such verification.
  - c) The company has not disposed off any substantial part of its fixed assets during the year as would affect the going concern status of the Company.
2. In respect of its Inventories ::
  - a) We are informed that the Inventory have been physically verified by the management during the year. In our opinion, the frequency of verification is reasonable.
  - b) In our opinion and according to the information and explanations given to us, the procedure of physical verification of inventory followed by the management is reasonable and adequate in relation to the size of the company and nature of its business.
  - c) The company is maintaining proper records of inventory and no material discrepancies were noticed on physical verification by the management.
3. The Company has neither granted nor taken any loans, secured or unsecured, to/from companies, firms or other parties covered in the register maintained under Section 301 of the Companies Act, 1956. Accordingly the provisions of sub-clauses (b), (c), (d), (e), (f) and (g) of the clause (iii) of paragraph 4 of the Companies (Auditor's Report) Order, 2003 are not applicable to the company.
4. In our opinion and according to the information and explanations given to us, there exist an adequate internal control system commensurate with the size of the company and nature of its business with regard to purchases of inventory, fixed assets and with regard to the sale of goods and services. During the course of our audit, we have not observed any major weakness in internal control system of the company.
5. According to the information and explanations given to us, there are no contracts or arrangements that need to be entered into the register referred to in Section 301 of the Companies Act, 1956. Accordingly, the provisions of sub clause (b) of the Clause (v) of paragraph 4 of the Companies (Auditors' Report) Order, 2003 is not applicable to the Company.
6. The Company has not accepted any deposits from the public during the year and hence, the directives issued by the Reserve Bank of India and the provisions of Sections 58A, 58AA or any other relevant provisions of the Companies Act, 1956 and the rules framed there under are not applicable. We are informed by the management that, no order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal.
7. In our opinion, the company has an Internal Audit System commensurate with the size of the Company and nature of its business.

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## SHREE TULSI ONLINE.COM LIMITED

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8. We are informed that, the Central Government has not prescribed maintenance of cost records under Section 209 (1) (d) of the Companies Act, 1956 for any of the products/services rendered by the Company.
8. According to the information and explanations given to us ,in respect of its statutory dues:
  - a. The company has been generally regular in depositing undisputed statutory dues including Provident fund, Investor Education and Protection Fund, Employees State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Cess and other material statutory dues, as applicable to it, with the appropriate authorities.
  - b. There were no undisputed amounts payable in respect of Income Tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Cess and other material statutory dues were in arrears as at 31<sup>st</sup> March, 2014 for a period of more than six months from the date of become payable.
  - c. There are no dues of Income Tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Cess and other material statutory dues which have not been deposited on account of any dispute.
10. The company does not have any accumulated losses as at 31<sup>st</sup> March, 2014 and it has not incurred any cash losses in the financial year ended on that date or in the immediate preceding financial year.
11. In our opinion and according to the information and explanation given to us, the company has not defaulted in repayment of dues to a financial institutions, bank or debenture holders.
12. According to the information and explanations given to us, the company has not granted any loans or advances on the basis of security by way of pledge of shares, debentures and other securities.
13. In our opinion, the Company is not a chit fund or a nidhi / mutual benefit fund / society.
14. According to the information and explanation given to us, the company is not dealing or trading in shares, securities, debentures and other investments.
15. The company has not given any guarantees for loans taken by other from banks or financial institutions.
16. The Company has not availed any term loans during the year.
17. According to the information and explanations given to us and on an overall examination of the Balance Sheet of the Company, we report that the no funds raised on short term basis have been used for long-term investment.
18. The company has not made any preferential allotment of shares to parties and Companies covered in the Register maintained under Section 301 of the Companies Act, 1956 during the year.
19. The company has not issued any debentures during the year under review.
20. The company has not raised any money by public issue during the year.
21. According to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the course of our audit.

**For Mohindra Arora & Co**  
**(Chartered Accountants)**  
**FRN :: 006551N**

**(A.K.Katial)**  
**Partner**  
**M. No. 09096**

**Place : Mumbai**  
**Date : 26.05.2014**

# SHREE TULSI ONLINE.COM LIMITED

## Balance Sheet as at 31st March, 2014

	Particulars	Note No.	For the year ended 31 March, 2014 Amt in Rs.	For the year ended 31 March, 2013 Amt in Rs.
<b>A</b>	<b>EQUITY AND LIABILITIES</b>			
<b>1</b>	<b>Shareholders' funds</b>			
	(a) Share capital	1	233,625,600	233,625,600
	(b) Reserves and Surplus	2	77,620,128	75,992,933
			<b>311,245,728</b>	<b>309,618,533</b>
<b>2</b>	<b>Current liabilities</b>			
	(a) Trade Payables	3	329,550	263,894
	(b) Short-Term Provisions	4	444,972	756,186
			<b>774,522</b>	<b>1,020,080</b>
	<b>TOTAL</b>		<b>312,020,249</b>	<b>310,638,613</b>
<b>B</b>	<b>ASSETS</b>			
<b>1</b>	<b>Non-Current assets</b>			
	(a) Fixed Assets			
	(i) Tangible assets	5	32,579,084	33,875,289
	(b) Non-Current Investments	6	39,949,330	23,148,574
	(c) Deferred Tax Assets		418,805	345,100
	(d) Long-Term Loans and Advances	7	109,712,377	119,981,133
			<b>182,659,596</b>	<b>177,350,096</b>
<b>2</b>	<b>Current assets</b>			
	(a) Inventories	8	52,355,336	53,829,736
	(b) Trade Receivables	9	74,960,301	79,026,620
	(c) Cash and Cash Equivalents	10	2,045,016	432,161
			<b>129,360,653</b>	<b>133,288,517</b>
	<b>TOTAL</b>		<b>312,020,249</b>	<b>310,638,613</b>
	<b>Significant Accounting Polices &amp; Notrs to the Accounts</b>	<b>18</b>	-	-

As per our attached report on even date  
For Mohindra Arora & Co  
Chartered Accountants

For and on behalf of the Board of Directors  
For Shree Tulsi Online.Com Limited

A.K.Katial  
(Partner)  
M.No :: 09096

(V.K.Bothra)  
(Whole Time Director)

(A.K.Jain)  
(Director)

(S.S.Chowdhury)  
(Company Secretary)

Place :: Mumbai  
Date :: 26/05/2014

# SHREE TULSI ONLINE.COM LIMITED

## Statement of Profit and Loss for the year ended 31 March, 2014

Particulars	Note No.	For the year ended 31 March, 2014 Amt in Rs.	For the year ended 31 March, 2013 Amt in Rs.
I Revenue from Operations (gross)	11	177,144,494	218,569,149
II Other income	12	1,318,920	2,397,412
<b>III Total revenue (I+II)</b>		<b>178,463,414</b>	<b>220,966,561</b>
<b>IV. Expenses:-</b> -----			
Purchases of Stock-in-trade	13	168,534,668	202,369,774
Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	14	1,474,400	2,603,244
Employee Benefits Expenses	15	2,008,899	2,325,038
Depreciation and Amortisation Expenses	16	1,296,205	1,707,073
Other Expenses	17	3,519,287	3,362,165
<b>Total Expenses</b>		<b>176,833,459</b>	<b>212,367,294</b>
<b>V Profit before tax (III-IV)</b>		<b>1,629,955</b>	<b>8,599,267</b>
<b>VI Tax Expenses:</b>			
(1) Current Tax		76,466	340,000
(2) Deferred tax		(73,705)	(129,427)
		<b>2,760</b>	<b>210,573</b>
<b>VII Profit for the Period(V-VI)</b>		<b>1,627,195</b>	<b>8,388,694</b>
<b>VIII Earnings per Equity Share of Rs.10/- each):</b>			
(a) Basic		0.07	0.36
(b) Diluted		0.07	0.36
<b>Significant Accounting Policies &amp; Notes to the Accounts</b>	<b>18</b>		

As per our attached report on even date  
For Mohindra Arora & Co  
Chartered Accountants

For and on behalf of the Board of Directors  
For Shree Tulsi Online.Com Limited

A.K.Katial  
(Partner)  
M.No :: 09096

(V.K.Bothra)  
(Whole Time Director)

(A.K.Jain)  
(Director)

(S.S.Chowdhury)  
(Company Secretary)

Place :: Mumbai  
Date :: 26/05/2014

# SHREE TULSI ONLINE.COM LIMITED

## CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014

Particulars	As at 31 March, 2014 Amt in Rs.	As at 31 March, 2013 Amt in Rs.
<b>(A) Cash Flow From Operating Activities</b>		
Net Profit before Tax	1,629,955	8,599,267
<b>Adjustments for :-</b>		
Misc Income	1,318,920	2,397,412
Depreciation/amortization	1,296,205	1,707,073
Operating Profit Before Working Capital Changes	<b>1,607,240</b>	<b>7,908,928</b>
<b>Adjustments for :-</b>		
Inventories	1,474,400	2,603,244
Trade Receivables	4,066,319	734,862
Loans & Advances	10,268,756	(13,677,463)
Trade Payables	65,656	35,065
<b>Cash Generated From Operations</b>	<b>17,482,371</b>	<b>(2,395,364)</b>
Payment of Tax	(387,680)	(68,814)
<b>Net Cash Inflow/Outflow From Operations</b>	<b>17,094,691</b>	<b>(2,464,178)</b>
<b>(B) Cash Flow From Investing Activities</b>		
Purchase of Investments	(16,800,756)	(18,283)
Misc Income	1,318,920	2,397,412
<b>Net Cash (used in) Investing Activities (B)</b>	<b>(15,481,836)</b>	<b>2,379,129</b>
<b>(C) Cash Flow From Financing Activities</b>	<b>NIL</b>	<b>NIL</b>
<b>Net Increase /(Decrease) in Cash &amp; Cash Equivalents (A+B+C)</b>	<b>1,612,855</b>	<b>(85,049)</b>
Cash & Cash Equivalents as at the beginning of the year	432,161	517,210
Cash & Cash Equivalents as at the end of the year	2,045,016	432,161

As per our attached report on even date  
For Mohindra Arora & Co  
Chartered Accountants

For and on behalf of the Board of Directors  
For Shree Tulsi Online.Com Limited

A.K.Katial  
(Partner)  
M.No :: 09096

(V.K.Bothra)  
(Whole Time Director)

(A.K.Jain)  
(Director)

(S.S.Chowdhury)  
(Company Secretary)

Place :: Mumbai  
Date :: 26/05/2014

# SHREE TULSI ONLINE.COM LIMITED

## Notes forming part of Financial Statements for the year ended 31st March 2014

Particulars	As at 31 March, 2014 Amt in Rs.	As at 31 March, 2013 Amt in Rs.
<b>NOTE :- 1</b>		
<b>SHARE CAPITAL</b>		
<b>AUTHORISED</b>		
23,500,000 Equity Shares of Rs. 10/- each	235,000,000	235,000,000
<b>ISSUED, SUBSCRIBED &amp; FULLY PAID UP</b>		
23,362,560 (P.Y: 23,362,560 )Equity Shares of Rs.10/- each fully paid-up.	233,625,600.00	233,625,600.00
<b>TOTAL</b>	<b>233,625,600.00</b>	<b>233,625,600.00</b>
<b>Notes to Share Capital</b>		
<b>(i) Reconciliation of the Equity shares outstanding at the beginning and at the end of the reporting period:</b>		
<b>Equity shares outstanding at the Beginning of the year</b>		
- Number of shares	23,362,560.00	23,362,560.00
- Amount	233,625,600.00	233,625,600.00
<b>Equity shares outstanding at the End of the year</b>		
- Number of shares	23,362,560.00	23,362,560.00
- Amount	233,625,600.00	233,625,600.00
<b>(ii) Terms / rights attached to Equity shares</b>		
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 has not declared any dividends for the year under review.		
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.		
<b>(iii) Name of the Shareholders holding more than 5% shares in the Company ::-</b>		
<b>Religare Finvest Ltd</b>		
In Nos.	1,941,005	1,941,005
% Holdings	8.31%	8.31%
<b>Sunil Exports Pvt Ltd</b>		
In Nos.	1,938,750	1,938,750 %
Holdings	8.30%	8.30%
<b>Zipsy Tie-Up Services Pvt Ltd</b>		
In Nos.	1,405,918	1,405,918 %
Holdings	6.02%	6.02%
<b>Manjula Jain</b>		
In Nos.	1,198,905	1,198,905
% Holdings	5.13%	5.13%

**Notes forming part of Financial Statements for the year ended 31st March 2014**

Particulars	As at 31 March, 2014 Amt in Rs.	As at 31 March, 2013 Amt in Rs.
<b>NOTE :- 2</b>		
<b>RESERVES AND SURPLUS</b>		
<b>Capital Reserve</b>		
As per last Balance sheet	12,319,786	12,319,786
<b>Closing Balance</b>	<b>12,319,786</b>	<b>12,319,786</b>
<b>Securities Premium Reserve</b>		
As per last Balance sheet	6,278,400	6,278,400
<b>Closing Balance</b>	<b>6,278,400</b>	<b>6,278,400</b>
<b>General Reserve</b>		
As per last Balance sheet	1,028,439	1,028,439
<b>Closing Balance</b>	<b>1,028,439</b>	<b>1,028,439</b>
<b>Surplus in Statement of Profit and Loss</b>		
Balance as per last Balance Sheet	56,366,308	47,977,614
Add :: Profit for the year	1,627,195	8,388,694
<b>Closing Balance</b>	<b>57,993,503</b>	<b>56,366,308</b>
<b>TOTAL</b>	<b>77,620,128</b>	<b>75,992,933</b>
<b>NOTE :- 3</b>		
<b>TRADE PAYABLES</b>		
Sundry Creditors	329,550	263,894
<b>TOTAL</b>	<b>329,550</b>	<b>263,894</b>
<b>NOTE :- 4</b>		
<b>SHORT TERM PROVISIONS</b>		
Provision for Taxation	444,972	756,186
<b>TOTAL</b>	<b>444,972</b>	<b>756,186</b>

**Notes forming part of Financial Statements for the year ended 31st March, 2014**

**NOTE :- 5  
FIXED ASSETS**

Amt in Rs.

PARTICULARS	GROSS BLOCK		DEPRECIATION		NET BLOCK	
	As At 1st April 2013	As At 31st March, 2014	As At 1st April 2013	For the Year	As At 31st March, 2014	As At 31st March, 2013
<b>TANGIBLE ASSETS</b>						
Plant & Equipments	37,624,497	37,624,497	9,736,536	332,083	10,068,619	27,887,961
Furniture & Fixtures	8,050,195	8,050,195	4,916,908	567,125	5,484,033	3,133,287
Office Equipments	5,387,612	5,387,612	2,533,571	396,997	2,930,568	2,854,041
<b>TOTAL</b>	<b>51,062,304</b>	<b>51,062,304</b>	<b>17,187,015</b>	<b>1,296,205</b>	<b>18,483,220</b>	<b>33,875,289</b>
<b>Previous Year</b>	<b>51,062,304</b>	<b>51,062,304</b>	<b>15,479,942</b>	<b>1,707,073</b>	<b>17,187,015</b>	<b>33,875,289</b>

# SHREE TULSI ONLINE.COM LIMITED

## Notes forming part of Financial Statements for the year ended 31st March 2014

Particulars	As at 31 March, 2014 Amt in Rs.	As at 31 March, 2013 Amt in Rs.
<b>NOTE :- 6</b>		
<b>NON-CURRENT INVESTMENTS(Long Term)</b>		
<b>(Valued at cost unless stated otherwise)</b>		
<b>Trade Investment in Equity instruments of other Companies(Quoted)</b>		
987,225 (P.Y:987,225) Equity shares of Mavens Biotech Ltd of Rs. 1/- each, fully paid-up	5,921,588	5,921,588
3,514,683 (P.Y:3,514,683) Equity shares of Adinath Biolabs Ltd of Rs. 1/- each, fully paid-up	14,684,162	14,684,162
24,800 (P.Y:24,800) Equity shares of T.Spiritual World Ltd of Rs. 10/- each, fully paid-up	1,283,824	1,283,824
50 (P.Y:Nil) Equity shares of Indergiri Finance Ltd. of Rs. 10/- each, fully paid-up	756	
900 (P.Y : 900) Equity shares of Sarvada Enterprises Ltd of Rs. 10/- each, fully paid-up	9,000	9,000
<b>Non -Trade Investment in Equity instruments of other Companies(Unquoted)</b>		
25,000 (P.Y:25,000) Equity shares of Newtech Corporate Services (P) Ltd of Rs.10/- each, fully paid-up	1,250,000	1,250,000
<b>Non -Trade Investment in Units of Mutual Funds (Unquoted)</b>		
28,00,000(P.Y:NIL) Units of Arihant Mangal (Growth Scheme)	16,800,000	-
<b>TOTAL</b>	<b>39,949,330</b>	<b>23,148,574</b>
<b>Aggregate amount of Quoted Investment</b>		
- Cost	21,899,330	21,898,574
- Market Value	Not Available	Not Available
Aggregate amount of Unquoted Investment	18,050,000	1,250,000
<b>NOTE :- 7</b>		
<b>LONG TERM LOANS AND ADVANCES</b>		
<b>Unsecured, Considered good</b>		
Others	109,712,377	119,981,133
<b>TOTAL</b>	<b>109,712,377</b>	<b>119,981,133</b>

**SHREE TULSI ONLINE.COM LIMITED**

**Notes forming part of Financial Statements for the year ended 31st March 2014**

Particulars	As at 31 March, 2014 Amt in Rs.	As at 31 March, 2013 Amt in Rs.
<b>NOTE :- 8</b>		
<b>INVENTORIES</b> (As taken, Valued & Certified by the Management)		
Finished Goods /Stock -In Trade (At lower of Cost or Net realizable value)	52,355,336	53,829,736
<b>TOTAL</b>	<b>52,355,336</b>	<b>53,829,736</b>
<b>NOTE :- 9</b>		
<b>TRADE RECEIVABLES</b>		
Unsecured, Considered good		
Others	74,960,301	79,026,620
<b>TOTAL</b>	<b>74,960,301</b>	<b>79,026,620</b>
<b>NOTE :- 10</b>		
<b>CASH AND CASH EQUIVALENTS</b> (As Certified by the Management)		
Balance with Banks		
-In Current Accounts	1,718,690	138,559
Cash on Hand	326,326	293,602
<b>TOTAL</b>	<b>2,045,016</b>	<b>432,161</b>
<b>NOTE :- 11</b>		
<b>REVENUE FROM OPERATION(GROSS)</b>		
Sales from Operation	177,144,494	218,569,149
<b>TOTAL</b>	<b>177,144,494</b>	<b>218,569,149</b>

# SHREE TULSI ONLINE.COM LIMITED

## Notes forming part of Financial Statements for the year ended 31st March 2014

Particulars	As at 31 March, 2014 Amt in Rs.	As at 31 March, 2013 Amt in Rs.
<b>NOTE :- 12</b>		
<b>OTHER INCOME</b>		
Miscellaneous Income	1,318,920	2,397,412
<b>TOTAL</b>	<b>1,318,920</b>	<b>2,397,412</b>
<b>NOTE :- 13</b>		
<b>PURCHASES OF STOCK-IN TRADE/FINISHED GOODS</b>		
Purchase of Stock in Trade/Finished Goods	168,534,668	202,369,774
<b>TOTAL</b>	<b>168,534,668</b>	<b>202,369,774</b>
<b>NOTE :- 14</b>		
<b>CHANGES IN INVENTORIES OF FINISHED GOODS, WORK -IN PROGRESS AND STOCK -IN TRADE</b>		
<b>Inventories at the end of the year</b>		
Finished Goods /Stock -In Trade	52,355,336	53,829,736
	<b>52,355,336</b>	<b>53,829,736</b>
<b>Inventories at the beginning of the year</b>		
Finished Goods /Stock -In Trade	53,829,736	56,432,980
	<b>53,829,736</b>	<b>56,432,980</b>
<b>NET</b>	<b>(1,474,400)</b>	<b>(2,603,244)</b>
<b>NOTE :- 15</b>		
<b>EMPLOYEE BENEFITS EXPENSES</b>		
Salaries and Wages	1,872,894	2,220,645
Staff Welfare Expenses	136,005	104,393
<b>TOTAL</b>	<b>2,008,899</b>	<b>2,325,038</b>
<b>NOTE :- 16</b>		
<b>DEPRECIATION AND AMORTISATION EXPENSES</b>		
Depreciation and amortisation for the year on tangible assets	1,296,205	1,707,073
<b>TOTAL</b>	<b>1,296,205</b>	<b>1,707,073</b>

# SHREE TULSI ONLINE.COM LIMITED

## Notes forming part of Financial Statements for the year ended 31st March 2014

Particulars	As at 31 March, 2014 Amt in Rs.	As at 31 March, 2013 Amt in Rs.
<b>NOTE :- 17</b>		
<b>OTHER EXPENSES</b>		
Advertisement Expenses	103,879	79,530
Auditors Remuneration	73,034	73,034
Bank Charges	393	1,351
Conveyance & Travelling	366,786	255,977
Directors Remuneration	288,000	248,000
Directors Sitting Fees	13,000	15,500
Filing Fees	2,000	1,500
General Expenses	351,818	286,245
Listing Fees	58,989	58,989
Postage & Courier	188,709	166,832
Printing & Stationary	189,629	149,904
Professional Fees	600,000	428,000
R&T and Demat Charges	148,316	148,333
Rent	192,000	228,000
Repairs & Maintenance	316,813	482,726
Selling & Distribution Expenses	549,091	674,439
Telephone Expenses	76,830	63,805
<b>TOTAL</b>	<b>3,519,287</b>	<b>3,362,165</b>
<b>Auditors Remuneration</b>		
(inclusive of Service Tax)		
As Auditors - Statutory Audit Fees	56,180	56,180
For Taxation matters	5,618	5,618
For Other services	11,236	11,236
<b>TOTAL</b>	<b>73,034</b>	<b>73,034</b>

**Note: - 18**

**SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO THE ACCOUNTS:**

***Annexed to and forming part of the Balance Sheet as at 31<sup>st</sup> March, 2014 and of the Statement of Profit & Loss for the year ended on that date.***

**1. Accounting System:**

- a) Financial statements are prepared in accordance with the generally accepted accounting principles including mandatory applicable accounting standards in India and relevant presentational requirement of the Companies Act, 1956, under historical cost convention, on accrual basis and ongoing concern concept, unless otherwise stated.
- b) All Expenses, Revenue from Operations and Other Income are accounted for on Accrual basis.

**2. Use of Estimates:**

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

**3. Inventories:**

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 basis.

**4. Tangible Fixed Assets and Depreciation on Tangible Fixed Assets:**

- a) Fixed Assets are stated at cost less accumulated depreciation and impairment in value, if any.
- b) Costs comprised acquisition price or construction cost and other attributable costs, if any for bringing the assets to its intended use.
- c) Depreciation on Fixed Assets is provided block-wise on written down value method (WDV) on prorata basis as per rates prescribed in Schedule XIV to the Companies Act, 1956, with respect to the month of addition.

**5. Investments:**

- a) Long Term Investments are valued at Cost Provision for diminution in the value of Long Term Investments is made only if such a decline is, in the opinion of management, other than temporary.
- b) Current Investments are carried at lower of cost and fair value.

**6. Provision for Current and Deferred Tax:**

Tax expense comprises Current tax and deferred tax.

- a) Provision for current tax is made on the basis of estimated taxable income for the current accounting year in accordance with the provisions of Income Tax Act, 1961, after considering allowances and exemptions.
- b) Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives rise to future economic benefits in the form of tax credit against future income tax liability, is recognized as an asset in the Balance sheet, if there is convincing evidence that the company will pay normal tax in future and the resultant asset can be measured reliably.

- c) Deferred tax resulting from “timing difference” between taxable and accounting income for the reporting year that originate in one year and are capable of reversal in one or more subsequent years , is accounted for using the tax rates and laws that are enacted or substantively enacted as on the balance sheet date.
- d) Deferred tax assets are recognized and carried forward only to the extent that there is a virtual certainty that the asset will be realized in future.

**7. EMPLOYEE BENEFITS:**

- a) 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.
- b) None of the employees employed by the Company during the year under review, have completed Continuous service period of 5 years and there is not any un-availed leave of any employees working with the company at the year end. Accordingly, no provision is required to be made in respect of Gratuity, Leave encashment and Other Retirement benefits. Also No such payment of any retirement benefits have been made during the year.

**8. Impairment of assets:**

- a) An asset is treated as impaired when the carrying cost of the asset exceeds its recoverable value being higher of value in use and net selling price. Value in use is computed at net present value of cash flow expected over the balance useful life of the assets.
  - b) An impairment loss is recognized as an expense in the Statement of Profit and Loss in the year in which an asset is identified as impaired. The impairment loss recognized in prior accounting period is reversed if there has been an improvement in recoverable amount.
  - c) In the opinion of the management, there is no impairment of assets as on Balance Sheet date.
9. Provisions involving substantial degree of estimation in measurement are recognized when there is present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent liabilities are not recognized but are disclosed in the notes. Contingent assets are neither recognized nor disclosed in the financial statements.
10. In the opinion of the management, there are no contingent liabilities as on Balance Sheet date and nor any events occurred after the Balance Sheet date that affects the financial position of the Company.
11. During the financial year 2013-14, there are not any transactions with any suppliers / parties who are covered under 'The Micro Small and Medium Enterprises Development Act, 2006'.

**12. Related Party Disclosures**

There is no other company, which is under the same management in which the directors of the company are entrusted as directors and / or shareholders. There is no transaction with any firm and / or proprietor firm in which the directors of the company are interested as a partners or proprietor.

**13. Key Management Personnel:**

The Key Management Personnel are the Whole Time Director and Company Secretary Cum Compliance officer, whose names are mentioned in the corporate governance report.

14. There are not any particulars which are required to be furnished pursuant to Clause VIII of part II of the Schedule VI of the Companies Act, 1956.

## SHREE TULSI ONLINE.COM LIMITED

15. In compliance with the Accounting Standard AS - 22 relating to "Accounting for Taxes on Income" issued by the Institute of Chartered Accountants of India, the company had provided for Deferred tax liability arising out of timing difference. During the year under report, there has been reversal of the said deferred tax liability to the extent of Rs.73,705/- (P.Y Rs.129, 427), on account of difference between Book and Tax Depreciation. Accordingly, the said item has been credited to Statement of Profit & Loss of the year under report.
16. The Company has two reportable business segments i.e. Trading of Products & Commodities and IT Activities. The Company operates mainly in Indian market and there are no reportable geographical segments.

Particulars	2013-2014	2012-2013
Net Profit for the year attributable to the equity shareholders (Rs.)	16,27,195	8,388,694
Number of equity shares outstanding (in Nos.)	2,33,62,560	2,33,62,560
Basic and diluted earnings per share (Face value of Rs.10 each )(Rs.)	0.07	0.36

18. In the Opinion of the Board, all the current assets, loans and advances have a value on realization 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.
19. Certain Debit and Credit Balances are being subject to confirmation.
20. During the year, the Company has shown the units of Mutual Fund "Arihant Mangal "(Growth Scheme), in its Non-Current Trade Investments, after the lapse of several years due to Mutual Fund "Arihant Mangal "(Growth Scheme) was kept abeyance by the Order of Hon'ble High Court, Bombay. In this context, the Hon'ble High Court, Delhi, passed the Order dtd. 29/05/2013, wherein they have directed that the Mutual Fund "Arihant Mangal "(Growth Scheme) was reconsidered to dispose off the Mutual Fund "Arihant Mangal" (Growth Scheme) in terms of the SEBI regulations in full and final settlement through methodological basis. In view of the above facts, the Board have taken steps to recover the proceedings against dispose of units of Mutual Fund "Arihant Mangal" (Growth Scheme).
20. The figures appearing in the Financial Statements have been rounded off to nearest rupee.
21. Previous year's figures have been regrouped/ reclassified wherever necessary to correspond with the current year's classification / disclosure.

### Signatory to Notes 1 TO 18

**As per our attached report on even date  
For Mohindra Arora & Co  
Chartered Accountants**

**A.K.Katial  
(Partner)  
M.No :: 09096**

**Place :: Mumbai  
Date :: 26/05/2014**

**For and on behalf of the Board of Directors  
For Shree Tulsi Online.Com Limited**

**(V.K.Bothra)  
(Whole Time Director)**

**(A.K.Jain)  
(Director)**

**(S.S.Chowdhury)  
(Company Secretary)**

# SHREE TULSI ONLINE.COM LIMITED

## SHREE TULSI ONLINE.COM LIMITED

CIN : L99999WB1982PLC035576  
Regd. Office: 4, N. S. Road, 1st Floor,  
Kolkata – 700 001

Email : investors@shreetulsionline.com, Website : www.shreetulsionline.com

### ATTENDANCE SLIP

DP Id*		Folio No.	
Client Id*		No. of Shares	

#### NAME AND ADDRESS OF THE SHAREHOLDER

I hereby record my presence at the 32<sup>nd</sup> Annual General Meeting held on Monday, 25<sup>th</sup> August, 2014 at 4.30 P.M. at O2 VIP Hotel, VIP Road, Kaikhali, Kolkata – 700 052

\_\_\_\_\_  
Signature of Shareholder / Proxy

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

### 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 : www.shreetulsionline.com

Name of the Member(s): Registered address:		E-mail ID: Folio No./*Client Id: *DP Id:	
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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
- 2) \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_ or failing him
- 3) \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_ or failing him

and whose signature(s) are as my / our proxy to vote for me/us on my/our behalf at the 32<sup>nd</sup> Annual General Meeting of the Company to be held on Monday, 25<sup>th</sup> August, 2014 at 4.30 P.M. at O2 VIP Hotel, VIP Road, Kaikhali, Kolkata – 700 052 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr.No.	Description	For	Against
1.	Adoption of statement of Profit and Loss, Balance Sheet, Report of Board of Directors and Auditors for the year ended 31 <sup>st</sup> March, 2014		
2.	Appointment of Auditors and fixing their Remuneration		
3.	Appointment of Mr. Jyotiraaditya Singha as an Independent Director		
4.	Appointment of Mr. N. B. Ranabat as an Independent Director		
5.	Appointment of Mrs. Chandrakala Devi Lakhota as (Woman) Independent Director		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2014

\_\_\_\_\_  
Signature of the Shareholder

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

Affix  
a revenue  
stamp

#### 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 32<sup>nd</sup> Annual General Meeting
- (3) This is only optional. Please put a 'X' 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

