

SHREE TULSI ONLINE.COM LIMITED

CIN No.: L99999WB1982PLC035576

**33rd ANNUAL REPORT
2014 – 2015**

SHREE TULSI ONLINE.COM LIMITED

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BOARD OF DIRECTORS

Mr. Vinod Kumar Bothra	Whole Time Director
Mr. Abhishek Kumar Jain	Director
Mr. Jyotiraaditya Singha	Director
Mrs. Chanderkala Devi Lakhotia	Women Director
Mr. Netra Bahadur Ranabhat	Director

STATUTORY AUDITORS

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

REGISTERED OFFICE

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

COMPANY SECRETARY

Mr. Sashi Sekhor Chowdhury

CHIEF FINANCIAL OFFICER

Mr. Biresh Kumar Thaker

BANKERS

HDFC Bank Limited
Yes Bank Limited

REGISTRAR & TRANSFER AGENT

Adroit Corporate Service Pvt. Ltd.
19, Jaferbhoy Industrial Estate,
1st Floor, Makwana Road,
Marol Naka, Andheri (E),
Mumbai – 400 059
Phone: 022 –4227 0400 /
022-2589 6060/2859 4060
Fax: 022 – 28503748
Email: adroits@vsnl.net
Website: www.adroitcorporates.com

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NOTICE

NOTICE is hereby given that the 33rd Annual General Meeting of the Members of **SHREE TULSI ONLINE.COM LIMITED** will be held at 4.00 p.m. on Monday 28th September, 2015 at O2, VIP Hotel, VIP Road, Kaikhali Kolkata-700052, West Bengal State, 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 31st March, 2015, together with the report of the Directors' and Auditors' thereon.
2. To appoint a Director in place of Mr. Abhishek Kumar Jain (DIN 00054582), who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify the appointment of Statutory Auditor 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 to 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the recommendation of the Audit Committee, the appointment of M/s. Mohindra Arora & Co., Chartered Accountants (Registration No.:00655IN) approved in the 32nd Annual General Meeting until 36th Annual General Meeting, be and is hereby ratified to hold the office from the conclusion of this Annual General Meeting till conclusion of the 34th Annual General Meeting to be held in the year 2016, with remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

SPECIAL BUSINESS:

4. To consider and re-appoint Mr. Vinod Kumar Bothra (DIN 00780848) as Whole-time Director of the Company for a term of 3 (three) years and pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V of the Companies Act, 2013, and subject to the approval of the Members, consent be and is hereby accorded to the re-appointment of Mr. Vinod Kumar Bothra (DIN 00780848) as Whole-time Director of the Company for a term of three years starting from 1st August, 2015 to 31st July, 2018 on the terms and conditions including remuneration set out in the Explanatory Statement annexed to the Notice convening this Meeting, with liberty and power to the Board of Directors as recommended by Nomination and Remuneration Committee.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable to give effect to this Resolution and/or to make modification as may be deemed to be in the best interest of the Company.”

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

“RESOLVED THAT pursuant to the provisions of Section 186 and other applicable provisions, if any, Companies Act, 2013 and the rules framed there under (including any statutory modification (s) re-enactment thereof for the time being in force) the provisions of MOA & AOA of the Company and other necessary approvals, if any, and to the extent required, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the Board which term shall include any of its duly authorized Committee or one or more directors) for making investment in shares & securities, making secured/ unsecured loans & advances and giving guarantees / indemnity to or for the benefit of companies / bodies corporate including subsidiary companies exceeding sixty percent of the Company's paid up capital and its free reserve or one hundred percent of its free reserves, provided that the total loans or investments made, guarantee given, and securities provided shall not exceed an aggregate amount of Rs. 40.00 Crores (Forty Crores only).”

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"RESOLVED FURTHER THAT Board be and is hereby authorized to do all such acts, deeds, matters and things inter alia for execution of deeds / documents and for prescribing the limit for investment, loan, guarantee and security to be made or provided to or in any or all body corporate / subsidiary with or without the intention of making any such body corporate including subsidiary companies or otherwise".

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

"RESOLVED THAT pursuant to provision of Section 14 and other applicable provisions, if any, of Companies Act 2013 and Companies (Incorporation) Rules, 2014,(including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) the existing Articles of Association of the Company be and is hereby replaced with the new set of Articles of Association, draft whereof was placed in the Meeting and was initialed by the Chairperson for the mark of identification and the new Articles of Association is be and is hereby approved and adopted as the Articles of Association of the Company in place and in substitution of the existing Articles of Association".

"RESOLVED FURTHER THAT the Board of Directors or any Committee thereof be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution."

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

**Date : 20/08/2015
Place : Kolkata**

**Vinod Kumar Bothra
(Whole Time Director)**

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NOTES:-

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member. The proxy form should be lodged with the Company at the registered office at least 48 hours before the time of the Meeting.
2. A person can act as a proxy on behalf of Members not exceeding fifty and holding in the 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 Shareholder.
3. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
4. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
5. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No. along with their copy of Annual Report to the Meeting.
6. The Register of Members and Share Transfer Books of the Company will remain closed from 23/09/2015 to 28/09/2015, both days inclusive.
7. Shareholders are requested to promptly notify any changes in their address to the Company's Registrar and Share Transfer Agents, M/s. Adroit Corporate Service Pvt. Ltd., address 19,Jaferbhoy Industrial Estate, 1st Floor, Makwana Road, Marol Naka, Andheri (E), Mumbai – 400 059.
8. Members who have not registered their E-mail Id addresses so far are requested to register their E-mail address in case of physical holding with the Company and in case of Demat holding with the Depository Participant.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in Securities Market. Members holding shares in physical form can submit their PAN details to the Company/ M/s. Adroit Corporate Service Pvt. Ltd.
10. All documents, transfers, Dematerialization requests and other communications in relation thereto should be addressed directly to the Company's Registrar & Share Transfer Agents i.e. M/s. Adroit Corporate Service Pvt. Ltd.
11. Pursuant to Clause 47(f) of the Listing Agreement entered into with the Stock Exchanges, the Company has created an exclusive E-mail-Id: investors@shreetulsionline.com for quick redressal of Shareholders/investors grievances.
12. Electronic copy of the Notice of the 33rd Annual General Meeting of the Company *inter alia* indicating the e-voting procedure along with the Attendance Slip and Proxy Form is being sent to all the Members whose E-mail address are registered with the Company/Depository Participant for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their E-mail address, physical copies of the Notice of the 33rd Annual General Meeting of the Company *inter alia* indicating the e-voting procedure along with the Attendance Slip and Proxy Form is being sent in the permitted mode.
13. All documents referred to in the Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during office hours on all working days except Saturdays between 11.00 a.m. to 1.00 p.m. up to the date of declaration of the Result of the 33rd Annual General Meeting of the Company.
14. Members are requested to bring their copy of Annual Report to the Meeting.
15. Members desirous of obtaining any information concerning accounts of the Company are requested to address their questions to the Company Secretary, so as to reach at least 10 days before the date of Meeting, to enable the information required to be made available at the Meeting, to the extent possible.
16. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the Share Certificates to M/s. Adroit Corporate Service Pvt. Ltd., for consolidation into a single folio.

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17. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their Demat Accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company M/s. Adroit Corporate Service Pvt. Ltd.
18. Pursuant to Section 72 of the Companies Act, 2013, Shareholders holding shares in physical form may file nomination in the prescribed form SH-13 with the Company's Registrar and Share Transfer Agents. In respect of shares held in Demat / Electronic form, the nomination form may be filed with the respective Depository Participant.
19. Members may also note that the Notice of 33rd Annual General Meeting and the Annual Report for the Financial Year 2014-15 will also be available on the Company's website www.shreetulsionline.com for download.
20. Profile(s) of the Director(s) seeking appointment / re-appointment, as required by Clause 49 of the Listing Agreement entered into with the Stock Exchanges, is annexed to this Notice.
21. **Voting through electronic means:**

A remote e-voting facility for the members shall also be provided in terms of Section 108 of the Companies Act, 2013 and rules made there under and Clause 35B of the Listing Agreement for its Members to enable them to cast their votes electronically with the help of Central Depository Services (India) Limited (CDSL). The facility for voting through ballot paper shall also be made available at the Meeting and members attending the Meeting who have not already cast their vote by remote e-voting shall be able to exercise the right at the Meeting. The members who have cast their vote by remote e-voting prior to the Meeting may also attend the Meeting but shall not be entitled to cast their vote again.

The instructions for shareholders voting electronically are as under:

- (i) The remote e-voting period begins on Thursday, September 24, 2015(09.00A.M.) and ends on Saturday, September 26, 2015 (5.00 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 i.e. September 22, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

Any person, who acquires shares of the Company and becomes a shareholder of the Company after dispatch of the Notice of AGM and holds shares as of the cut-off date i.e. September 22, 2015, may obtain the login ID and password by sending a request at investors@shreetulsionline.com.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
- (iii) Click on "Shareholders" tab.
- (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 and voted on an earlier voting of any Company, then your existing password is to be used.
- (vii) If you are holding shares in physical form or first time user in case holding shares in demat form, follow the steps given below:

For Members holding shares in Physical Form and Demat Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number* in the PAN field.

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	<ul style="list-style-type: none"> In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	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.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

*** Sequence number shall be as per separate sheet attached with the Annual Report.**

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

EVSN (E-voting Sequence Number)	USER ID (16 Digit Demat Account/ Folio No. of members holding shares in physical mode)	PASSWORD (as per point (vi) to (ix) of e-voting instructions)
XXXXXXXXXX		

- (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 <Company Name> 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 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 same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Note for Non –Individuals shareholders and Custodians**
- Non –Individuals shareholders (i.e. other than Individuals, HUF, NRI etc) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account (s) for which they wish to vote on.

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- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding evoting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

In case of Members receiving the physical copy:

- Please follow all steps from sl. no. (i) to sl. no. (xix) above to cast vote.
- The voting period begins on 24th September, 2015 at 9:00 A.M and ends on 26th September, 2015 at 5:00 P.M During this period Share holders' of the Company, holding shares either in physical form or in Dematerialized form, as on the cut-off date 22nd September, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- 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 under help section or write an email to helpdesk.evoting@cdslindia.com.
- 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, M/s.V.Gulgulia & Co, Prop: Ms. Vineeta Gulgulia, Practicing Company Secretaries, C/o. Shree Tulsi Online.Com Limited, 4, N. S. Road, 1st Floor, Kolkata - 700001, so as to reach by 5.00 p.m. on 26th September, 2015. 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.
- 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.
- 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. 22nd September, 2015.

For conducting this e-voting activity in a fair and transparent manner, the Board of Directors has appointed, as Scrutinizer M/s.V.Gulgulia & Co, Prop: Ms. Vineeta Gulgulia, Practicing Company Secretaries, have been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner (including the ballot forms). The Scrutinizer shall within a period of two working days from the conclusion of e-voting period, unblock the votes in presence of at least two witnesses not in employment of the Company and makes a report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

The result shall be declared within two working days from the conclusion of AGM. The results declared along with the Scrutinizer's report shall be placed on the website www.shreetulsonline.com and on the website of CDSL and communicated to the Stock Exchange(s).

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

**Date : 20/08/2015
Place : Kolkata**

**Vinod Kumar Bothra
(Whole Time Director)**

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STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (“the Act”)

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. 4 to 6 of the accompanying Notice:

Item No. 4:

The tenure of Mr. Vinod Kumar Bothra expires on 31st July, 2015. Taking into consideration the valuable services rendered by him during the past nine years for the growth of the Company and subject to the approval of the Members of the Company in Annual General Meeting and based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors at their Meeting held on 20/08/2015 had reappointed Mr. Vinod Kumar Bothra as Whole-time Director of the Company for a period of three (3) years from 01st August, 2015 to 31st July, 2018 on the terms and conditions set out in the draft agreement to be entered into with him.

A summary of the material terms and conditions relating to appointment of Mr. Vinod Kumar Bothra as Whole-time Director are as follows:

Tenure of agreement:

The re-appointment of Mr. Vinod Kumar Bothra has been made for a period of three years commencing from 1st August, 2015 to 31st July, 2018.

Nature of duties

Mr. Vinod Kumar Bothra shall perform as Whole Time Director and exercise such power from time to time be entrusted to him subject to the superintendence and contract of the Board of Directors of the Company.

Remuneration

Salary & Perquisites per month:

-Rs. 25000/- Salary

-Rs. 10000/- Other benefits (Perquisites)

General

The Whole-time Director shall not be entitled to any sitting fees for attending the Meetings of the Board or of the Committee(s) of which he is a Member.

Mr. Vinod Kumar Bothra, Whole-time Director holds directorships in the following companies:

SI No.	Name of the Company	Nature of Interest
		None

None of the other Directors of Key Managerial Personnel (KMPs) or relatives of Directors and KMPs is concerned or interested in the Resolution at item no. 4 of the accompanying Notice.

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

Item No. 5:

Since the Company wants to utilize its surplus funds in other profitable avenues in excess of prescribed limit specified in Section 186 of the Companies Act, 2013, approval of the shareholders of the Company is required by way of Special Resolution to give loans, provide guarantee/security and/or invest in the Shares/Debentures/Bonds of other Body Corporate which shall exceed the limits prescribed under specified Section. The Board of Directors Recommend the Special Resolution for approval by the members.

None of the other Directors or Key Managerial Personnel (KMPs) or relatives of Directors and KMPs is concerned or interested in the Resolution at item no. 5 of the accompanying Notice.

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

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Item No. 6:

The existing Articles of Association (AOA) of the Company is based on the provisions of the Companies Act, 1956. Several regulations in the existing AOA contain references to specific Sections of the Companies Act, 1956. With the enactment of the Companies Act, 2013, several clauses of the existing AOA of the Company require alteration and/or deletion. Given this position, it is considered expedient to replace the existing AOA with a new AOA. The new AOA to be substituted in place of the existing AOA inter alia incorporates among various other provisions and Table F of Schedule I of the Companies Act, 2013, which sets out the model AOA for a Company limited by shares, and also carries forward certain provisions from the existing Articles of Association suitably rephrased and which are not in conflict with the provisions of the Companies Act, 2013. Accordingly this Resolution is being placed for approval of the Members.

None of the other Directors or Key Managerial Personnel (KMPs) or relatives of Directors and KMPs is concerned or interested in the Resolution at item no. 5 of the accompanying Notice.

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

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Appointment / Re-appointment of Directors

Details as stipulated under Clause 49 (amended) of the Listing Agreement in respect of the Director seeking re-appointment is furnished below:

Name of Director	Mr. Abhishek Kumar Jain	Mr. Vinod Kumar Bothra
Date of Birth	25/11/1978	14/01/1967
Date of Appointment / Reappointment	10/02/2000	01/08/2015
Qualification	B.Com	B.Com
Expertise in specific functional area and years.	He is having vast experience in the field of Accounts, Financial Matters etc.	He is having comprehensive and vast knowledge of IT business operation of the Company.
List of Other Directorship held.	Sidh Management Corporate Services Limited L65999DL1985PLC019846 Adinath Biolabs Limited L24230WB1982PLC034492 T. Spiritual World Limited L63040WB1986PLC040796 T. Spiritual Lifestyle Limited U85199WB2006PLC108028 Jayant Securities Pvt. Ltd. U67120WB1992PTC056865 Tamkor Enterprises Pvt. Ltd U70101WB1991PTC052454 TSW Infotech Limited U30009WB2006PLC108029	Nil
Chairman/Member of the Audit Committee of the Board of Directors of the other Companies in which he/she is a Director	Sidh Management Corporate Services Limited Member T. Spiritual World Limited Chairman	Nil
Chairman/Member of the Stakeholders Relationship Committee of the Board of Directors of the other Companies in which he/she is a Director	Sidh Management Corporate Services Limited Member T. Spiritual World Limited Member	Nil
Shareholding in the Company	28516 No of Equity Shares	NIL

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

Date : 20/08/2015
Place : Kolkata

Vinod Kumar Bothra
(Whole Time Director)

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DIRECTOR'S REPORT TO THE SHAREHOLDERS

Dear Shareholders,

Your Directors are pleased to present the 33rd Annual Report together with the Audited Statement of Accounts and the Auditors Report of your Company for the year ended 31st March, 2015.

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

FINANCIAL RESULTS

Particulars	(Rs. in lacs)	
	31 st March, 2015	31 st March, 2014
Income	110.56	99.29
Less: Expenses	73.44	70.03
Profit before Depreciation & Taxation	37.12	29.26
Less: Depreciation	19.97	12.96
Profit before Taxation	17.15	16.30
Less: Taxation	16.38	0.03
Profit after Taxation	0.77	16.27
Balance as per last Balance Sheet	579.93	563.66
Less: Depreciation in respect of assets whose useful life is over	9.60	0.00
Balance carried to Balance Sheet	571.11	579.93

OPERATIONS

The Total Income for the financial year under review is Rs. 110.56 lacs against Rs. 99.29 lacs in previous year. The Profit before taxation generated by the Company during the year under review is Rs.17.15 lacs as compared to Rs. 16.30 lacs during the previous year.

DIVIDEND AND TRANSFER TO RESERVE

Due to requirement of funds for the existing business activities, your directors do not propose to declare any dividend for the financial year 2014-2015. Hence there has been no transfer to Reserves during the financial year 2014-2015.

PUBLIC DEPOSITS

The Company has not accepted any deposits from public and as such, no amount on account of principal or interest on deposits from public was outstanding as on the date of the Balance sheet.

CHANGE IN THE NATURE OF BUSINESS

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

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.

DIRECTORS AND KEY MANAGERIALS PERSONNEL

As on date, the Board of Directors of the Company comprises 5 (five) Directors of which 3 (three) are Non- Executive Independent Directors in terms of Clause 49 of the Listing Agreement and Section 149(6) of the Companies Act, 2013.

In accordance with the Companies Act, 2013, Mr. Abhishek Kumar Jain retires by rotation and being eligible offers himself for reappointment.

Mr. Vinod Kumar Bothra, Whole-time Director whose term ends on 31/07/2015 and your Directors recommend Mr. Vinod Kumar Bothra re-appointment for a further period of 3 (three) years upto 31/07/2018.

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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.

POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

The Company's policy on Director's appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a Director and other matters provided under sub-section (3) of Section 178 has been disclosed in the Corporate Governance Report., which forms the part of the Directors Report.

REMUNERATION OF THE KEY MANAGERIAL PERSONNEL

Mr. Vinod Kumar Bothra (Whole Time Director) has received the remuneration of Rs. 3.28 lacs during financial year 2014-15.

DISCLOSURE UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013

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

DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 134 (5) of the Companies Act, 2013 with respect to the Directors responsibility statement, it is hereby confirmed that:

- a) in the preparation of the annual accounts for the year ended 31st March, 2015, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any ;
- b) 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 31st March, 2015 and of the profits of the Company for the year ended on that date;
- c) 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;
- d) that the annual accounts have been prepared on a going concern basis;
- e) that Directors have laid down internal financial controls to be followed by the Company and such Internal Financial Controls are adequate and operating effectively;
- f) the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that these are adequate and are operating effectively.

AUDIT COMMITTEE

The Board has well-qualified Audit Committee with majority of Independent Directors including Chairman. They possess sound knowledge on Accounts, Audit, Finance, Taxation, Internal Controls etc. The details of the Composition of the Audit Committee are given in the Corporate Governance Report. The details pertaining composition of Audit Committee are included in the Corporate Governance Report.

The Company Secretary of the Company acts as Secretary of the Committee.

During the year, there are no instances where the Board had not accepted the recommendations of the Audit Committee.

SHREE TULSI ONLINE.COM LIMITED

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NOMINATION AND REMUNERATION COMMITTEE AND POLICY

The Company has duly constituted Nomination and Remuneration Committee to align with the requirements prescribed under Section 178 of the Companies Act, 2013 and the revised Clause 49 of the Listing Agreement.

The Company's policy appointment and remuneration and other matter provided in Section 178(3) of the Companies Act, 2013 has been disclosed in the Corporate Governance Report, which part of the director's report.

RISK MANAGEMENT

The Board of the Company has formed a Risk Management Committee to frame implement and monitor risk management plan for the Company. The Committee is responsible for reviewing the risk management and ensuing its effectiveness. The Audit Committee has additional oversight in the area of financial risks control. Major risk identified by the business and function are systematically addressed through mitigating actions on a continuing basis.

NUMBER OF MEETING OF THE BOARD

During the year, 6 (Six) Board Meetings were convened and held.

EXTRACT OF ANNUAL RETURN

Pursuant to the provisions of Section 134 (3) (a) of the Companies Act, 2013, Extract of the Annual Return for the financial year ended 31st March, 2015 made under the provisions of Section 92 (3) of the Act in Form MGT-9 is annexed herewith as "Annexure A".

DECLARATION OF INDEPENDENT DIRECTORS

The Independent Directors have submitted their disclosures to the Board that they fulfill all the requirements as stipulated in Section 149(6) of the Companies Act, 2013 so as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the relevant rules.

DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

The provisions of Section 135 of the Companies Act, 2013 do not apply to our Company.

BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out an Annual Performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its various Committees.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgment, safeguarding the interest of the Company and its minority shareholders etc.

The performance evaluation of the Independent Directors was carried out by the entire Board.

The performance evaluation of the Chairman and Non-Independent Directors was carried out by the Independent Directors at their separate Meeting.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

In line with the best Corporate Governance practices, Company has put in place a system through which the Directors and Employees may report concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct and Ethics without fear of reprisal. The Employees and Directors may report to the Compliance Officer and have direct access to the Chairman of the Audit Committee.

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PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

There were no loans, guarantees or investments made by the Company under Section 186 of the Companies Act, 2013 during the year under review and hence the said provision is not applicable. However, the Company has made investments in earlier years, details of which are given in the Financial Statements.

SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

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

RELATED PARTY TRANSACTIONS

There were no contracts or arrangements made with related parties as defined under Section 188 of the Companies Act, 2013 during the year under review and hence enclosing of FORM AOC-2 is not required.

The Company has developed a Related Party Transactions Policy for the purpose of identification and monitoring of such type of transactions.

AUDITORS AND REPORTS

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

1. Statutory Auditor and their Report:

At the Annual General Meeting held on 25/08/2014, M/s Mohindra Arora & Co., Chartered Accountant, were appointed as Statutory Auditors of the Company to hold office till the conclusion of Annual General Meeting to be held in the calendar year 2018. In terms of the first proviso to Section 139 of the Companies Act, 2013, the appointment of the Auditors is to be placed for ratification at every Annual General Meeting. Accordingly the appointment of M/s Mohindra Arora & Co., Chartered Accountant, as Statutory Auditors of the Company is placed for ratification by the Shareholders. In this regard the Company has received a Certificate from the Auditors to the effect that if they are appointed it would be in accordance with the provision of Section 141 of the Companies Act, 2013.

The Report given by the Statutory Auditors for the Financial Statements for the year ended 31st March, 2015 read with explanatory notes thereon do not call for any explanation or comments from the Board under Section 134(3) of the Companies Act, 2013.

2. Secretarial Auditor & his Report:

M/s. Vineet Paul & Associates, Practicing Company Secretary was appointed to conduct Secretarial Audit of the Company for the financial year 2014-15 as required under Section 204 of the Companies Act, 2013 and the rules thereunder. The Secretarial Audit report for the financial year 2014-15 forms part of the annual report as “**Annexure B**” to the Boards Report. The said report does not contain any observation or qualification requiring explanation or comments from the Board under Section 134 (3) of the Companies Act, 2013.

3. Internal Auditor

The Board has appointed M/s S. R. Ghedia & Associates, Chartered Accountants as Internal Auditors of the Company for Financial Year 2014-2015 under provisions of Section 138 of the Companies Act, 2013 read with Rule 13 of the Companies (Accounts) Rules, 2014 as recommended by Audit Committee.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. Based on the report of Internal Audit function, corrective action are undertaken in the respective areas and thereby strengthen the controls. Significant audit observations and corrective actions thereon are presented to the Audit Committee of the Board.

During the year under review, no material or serious observation has been received from the Internal Auditors of the Company for inefficiency or inadequacy of such controls.

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CORPORATE GOVERNANCE

The Company has complied with all the mandatory requirements of Corporate Governance, as stipulated in Clause 49 of the Listing Agreement with the Stock Exchanges. A separate report on Corporate Governance and a Certificate from M/s. Mohindra Arora & Co., Statutory Auditors, regarding compliance with the conditions of Corporate Governance is given in a separate section and forms part of the Annual Report.

MANAGEMENT DISCUSSION AND ANALYSIS

Pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges, the Management Discussion & Analysis Report for the year under review is given below :

MARKET ENVIRONMENT

Global corporations view India as one of the key markets from where future growth is likely to emerge. The growth in India's consumer market would be primarily driven by a favourable population composition and increasing disposable incomes. A recent study by the McKinsey Global Institute (MGI) suggests that if India continues to grow at the current pace, average household incomes will triple over the next two decades, making the country the world's fifth-largest consumer economy by 2025, up from the current 12th position.

India's market is consumer driven, with spending anticipated to more than double by 2025. The Indian consumer segment is broadly segregated into urban and rural markets, and is attracting marketers from across the world.

FUTURE PROSPECTS AND GOVERNMENT POLICY

The Trading sector in India is expected to generate better momentum in the next few years due to increased investments in infrastructural facilities. Factors such as reduced transaction costs and time, improved port gate management and better fiscal incentives would contribute to the trading sector's growth.

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

The statement of particulars under Section 134(3) (m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts), 2014 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) No Expenditure has been made for research and development during the year under review.
- d) There were no Foreign Exchange Earnings or out go during the year under review.

MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statement relates on the date of this report.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS:

There are no significant and material orders passed by the Regulators or Courts or Tribunals impacting the going concern status and Company's operations in future.

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LISTING OF SHARES

The equity shares of your Company are listed with The Calcutta Stock Exchange Ltd and are also traded under permitted category at BSE Ltd. Listing fees has already been paid in pursuance to Clause 38 of the Listing Agreement.

SHARES

The Company has neither issued shares & Securities or any other instruments nor any corporate benefits during the year under review.

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.

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMAN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013.

There were no cases filed pursuant to the Sexual Harassment of Woman at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

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. on a regular basis.

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 2014-15 forms part of the Corporate Governance Report.

ACKNOWLEDGEMENT

Your Directors wish to place on record their appreciation and thankful acknowledgement for valuable assistance the Company received from all Lending Bankers.

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

**Date : 20/08/2015
Place : Kolkata**

**Vinod Kumar Bothra
(Whole Time Director)**

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Annexure to the Directors' Report

Annexure A

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31/03/2015

Of

Shree Tulsi Online.Com Limited

[Pursuant to Section 92(1) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i)	CIN:	L99999WB1982PLC035576
ii)	Registration Date [DDMMYY]	22/12/1982
iii)	Name of the Company	Shree Tulsi Online.com limited
iv)	Category / Sub-Category of the Company	Company limited by share
v)	Address of the Registered Office and Contact details	4, N. S. Road, 1 ST Floor, Kolkata – 700001 033-22624717
vi)	Whether listed Company (Yes / No)	Yes
Vii)	Name, Address and Contact details of Registrar & Transfer Agents, if any	Adroit Corporate Service Pvt. Ltd. 19, Jaferbhoy Industrial Estate, 1st Floor, Makwana Road, Marol Naka, Andheri (E), Mumbai – 400 059 Phone: 022 –4227 0400/022-2589 6060/2859 4060 Fax: 022 – 28503748 Email: adroits@vsnl.net Website: www.adroitcorporates.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

SN	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the Company
1	Agricultural Commodities and it's allied products	N.A	92.11%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

SN	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
NONE					

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IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2014]				No. of Shares held at the end of the year [As on 31-March-2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	3973605	0	3973605	17.01%	2978954	2978954	2978954	12.75%	-4.26%
b) Central Govt	0	0	0	0.00%	0	0	0	0.00%	0.00%
c) State Govt(s)	0	0	0	0.00%	0	0	0	0.00%	0.00%
d) Bodies Corp.	6580713	0	6580713	28.17%	6580713	0	6580713	28.17%	0.00%
e) Banks / FI	0	0	0	0.00%	0	0	0	0.00%	0.00%
f) Any other	0	0	0	0.00%	0	0	0	0.00%	0.00%
f-i) Director	0	0	0	0.00%	33016	0	33016	0.14%	0.14%
f-ii) Director Relatives	0	0	0	0.00%	961635	0	961635	4.12%	4.12%
Sub-total (A) (1):-	10554318	0	10554318	45.18%	10554318	2978954	10554318	45.18%	0.00%
(2) Foreign									
a)NRIs - Individuals	0	0	0	0.00%	0	0	0	0.00%	0.00%
b)Other- Individuals	0	0	0	0.00%	0	0	0	0.00%	0.00%
c)Bodies Corp.	0	0	0	0.00%	0	0	0	0.00%	0.00%
d)Banks / FI	0	0	0	0.00%	0	0	0	0.00%	0.00%
e) Any Other....	0	0	0	0.00%	0	0	0	0.00%	0.00%
Sub-total (A) (2):-	0	0	0	0.00%	0	0	0	0.00%	0.00%
Total shareholding of Promoter (A)(1)+(A)(2)	10554318	0	10554318	45.18%	10554318	2978954	10554318	45.18%	0.00%
B. Public Shareholding									
1. Institutions	0	0	0	0.00%	0	0	0	0.00%	0.00%
a) Mutual Funds	0	0	0	0.00%	0	0	0	0.00%	0.00%
b) Banks / FI	0	0	0	0.00%	0	0	0	0.00%	0.00%
c) Central Govt	0	0	0	0.00%	0	0	0	0.00%	0.00%
d) State Govt(s)	0	0	0	0.00%	0	0	0	0.00%	0.00%
e) Venture Capital Funds	0	0	0	0.00%	0	0	0	0.00%	0.00%
f) Insurance Companies	0	0	0	0.00%	0	0	0	0.00%	0.00%
g) FIs	0	0	0	0.00%	0	0	0	0.00%	0.00%
h) Foreign Venture Capital Funds	0	0	0	0.00%	0	0	0	0.00%	0.00%
i) Others (specify)	0	0	0	0.00%	0	0	0	0.00%	0.00%
Sub-total (B)(1):-	0	0	0	0.00%	0	0	0	0.00%	0.00%

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2. Non-Institutions									
a) Bodies Corp.	0	0	0	0.00%	0	0	0	0.00%	0.00%
i) Indian	6644158	16050	6660208	28.51%	6618985	16050	6635035	28.40%	-0.11%
ii) Overseas	0	0	0	0.00%	0	0	0	0.00%	0.00%
b) Individuals									0.00%
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	808185	815640	1623825	6.95%	834275	815644	1649919	7.06%	0.11%
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	1794428	2725580	4520008	19.35%	1794394	2725580	4519974	19.35%	0.00%
c) Others (specify)	0	0	0	0.00%	0	0	0	0.00%	0.00%
Non Resident Indians	0	0	0	0.00%	0	0	0	0.00%	0.00%
Overseas Corporate Bodies	0	0	0	0.00%	0	0	0	0.00%	0.00%
Foreign Nationals	0	0	0	0.00%	0	0	0	0.00%	0.00%
Clearing Members	1201	0	1201	0.01%	300	0	300	0.00%	0.00%
Trusts	3000	0	3000	0.01%	3000	0	3000	0.00%	0.00%
Foreign Bodies - D R	0	0	0	0.00%	0	0	0	0.00%	0.00%
Sub-total (B)(2):-	9250972	3557270	12808242	54.83%	9250954	3557274	12808228	54.81%	0.00%
Total Public Shareholding (B)=(B)(1)+ (B)(2)	9250972	3557270	12808242	54.83%	9250968	3557274	12808242	54.81%	0.00%
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0.00%	0	0	0	0.00%	0.00%
Grand Total (A+B+C)	19805290	3557270	23362560	100%	19805286	6536228	23362560	100%	0.00%

Note: Percentage in bracket represents negative percentage

(ii) Shareholding of Promoter-

SN	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the Company	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the Company	%of Shares Pledged / encumbered to total shares	
1	Abhishek Kumar Jain	28516	0.12%	0%	28516	0.12%	0%	0%
2	Ashish Bhansali	961635	4.12%	0%	961635	4.12%	0%	0%
3	B D Jain	708780	3.03%	0%	708780	3.03%	0%	0%
4	Jinprabhu Securities Private Limited	900000	3.85%	0%	900000	3.85%	0%	0%
5	Kuldeep Rawat	4500	0.02%	0%	4500	0.02%	0%	0%
6	Manjula Jain	1198905	5.13%	0%	1198905	5.13%	0%	0%
7	Nigania Promoters Private Limited	1032875	4.42%	0%	1032875	4.42%	0%	0%
8	Pramukhsoft Technologies Private Limited	852000	3.65%	0%	852000	3.65%	0%	0%
9	Rajasthan Horticulture Private Limited	1077088	4.61%	0%	1077088	4.61%	0%	0%
10	Sil Leasing & Industrial Finance Private Limited	780000	3.34%	0%	780000	3.34%	0%	0%
11	Sunil Exports Private Limited	1938750	8.30%	0%	1938750	8.30%	0%	0%
12	Umesh Kumar Thaker	1071269	4.59%	0%	1071269	4.59%	0%	0%
	Total	10554318	45.18%	0%	10554318	45.18%	0%	0%

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

There is no change in promoter's shareholding during F.Y. 2014- 15.

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(iv) Shareholding Pattern of top ten Shareholders: (other than Directors, Promoters and Holders of GDRs and ADRs):

SN	Name of the Top 10 Shareholders	Shareholding at the beginning of the year as on 01/04/2014		Shareholding at the end of the year as on 31/03/2015		Change in shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1.	Religare Finvest Limited	1941005	8.31%	1941005	8.31%	0	0%
2.	Zipsy Tie-up Services Private Limited	1406008	6.02%	1406328	6.02%	320	0.001%
3.	Sarla Jain	780000	3.34%	780000	3.34%	0	0%
4.	Krepton Traders Private Limited	682754	2.92%	682754	2.92%	0	0%
5.	Bhola Pandit	607500	2.60%	607500	2.60%	0	0%
6.	Jai Hind Marmo Private Limited	587405	2.51%	587405	2.51%	0	0%
7.	Bharati Kanther	508800	2.18%	508800	2.18%	0	0%
8.	Affinity Financial Services Private Limited	508055	2.17%	508055	2.17%	0	0%
9.	Prakash Jain	380100	1.63%	380100	1.63%	0	0%
10.	Sangita Jain	360000	1.54%	360000	1.54%	0	0%

(v) Shareholding of Directors and Key Managerial Personnel:

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1.	Shareholding of Director Mr. Abhishek Kumar Jain At the beginning of the year At the end of the year	28516 28516	0.12% 0.12%	28516 28516	0.12% 0.12%
2.	Mr. Vinod Kumar Bothra At the beginning of the year At the end of the year	NIL NIL	NIL NIL	NIL NIL	NIL NIL
3.	Mr. Jyotiraaditya Singha At the beginning of the year At the end of the year	NIL NIL	NIL NIL	NIL NIL	NIL NIL
4.	Mr. Netra Bahadur Ranabhat At the beginning of the year At the end of the year	NIL NIL	NIL NIL	NIL NIL	NIL NIL
5.	Mrs. Chanderkala Devi Lakhotia At the beginning of the year At the end of the year	NIL NIL	NIL NIL	NIL NIL	NIL NIL
6.	Shareholding of Key Managerial Personnel Mr. Biresh Kumar Thaker (CFO) At the beginning of the year At the end of the year	NIL NIL	NIL NIL	NIL NIL	NIL NIL
7.	Mr. SashiSekhorChowdhury (CS) At the beginning of the year At the end of the year	NIL NIL	NIL NIL	NIL NIL	NIL NIL

(V) INDEBTEDNESS - Indebtedness of the Company including interest outstanding/accrued but not due for payment

Company was not having any secured loans/unsecured loans and deposits during the financial year 2014-15.

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VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

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

Name of WTD: Mr. Vinod Kumar Bothra		
SN	Particulars of Remuneration	Amount (in Rs.)
1	Gross salary	
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	240000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	96000
	(c) Profits in lieu of salary under Section 17(3) Income- tax Act, 1961	Nil
2	Stock Option	Nil
3	Sweat Equity	Nil
4	Commission - as % of profit - others, specify...	Nil
5	Others, please specify	Nil
	Total (A)	328000
	Ceiling as per the Act	As per Schedule V of the Companies Act, 2013

B. Remuneration to other directors

SN.	Particulars of Remuneration	Name of Directors				Total Amount (In Rs)
		Mr.Abhishek Kumar Jain	Mr.Jyotiraaditya Singha	Mr.Netra Bahadur Ranabhat	Mrs.Chanderkala Devi Lakhotia	
1	Independent Directors					
	Fee for attending Board Committee Meetings	0	5000	6500	3000	14500
	Commission	0	0	0	0	0
	Others, please specify	0	0	0	0	0
	Total (1)	0	5000	6500	3000	14500
2	Other Non-Executive Directors					
	Fee for attending Board Committee Meetings	5500	0	0	0	5500
	Commission	0	0	0	0	0
	Others, please specify	0	0	0	0	0
	Total (2)	5500	0	0	0	0
	Total (B)=(1+2)	5500	5000	6500	3000	14500
	Total Managerial Remuneration	20000				
Overall Ceiling as per the Act	<i>(Sitting Fees paid is within the limits specified under the Companies Act,2013)</i>					

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C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

SN	Particulars of Remuneration	
1	Gross salary	No Remuneration paid to other Key Managerial Personnel
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	
	(c) Profits in lieu of salary under Section 17(3) Income-tax Act, 1961	
2	Stock Option	
3	Sweat Equity	
4	Commission	
	- as % of profit	
	others, specify...	
5	Others, please specify	
	Total	

- Mr. Biresh Kumar Thaker, Chief Financial Officer was appointed with effect from 31st March, 2015

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty			None		
Punishment					
Compounding					
B. DIRECTORS					
Penalty			None		
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty			None		
Punishment					
Compounding					

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Annexure B

Form No. MR-3
Secretarial Audit Report
For the Financial Year Ended 31st March, 2015

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

To,
The Members,
SHREE TULSI ONLINE.COM LIMITED
CIN No.: L99999WB1982PLC035576
4. N.S.Road, 1st Floor,
Kolkata, West Bengal-700 001

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s **SHREE TULSI ONLINE.COM LIMITED**, (hereinafter called "**the Company**"). The Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit and as per the explanations given to me the representations made by the management, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2015 ("**Audit Period**") generally complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2015 according to the applicable provisions of:
 - The Companies Act, 2013 (the Act) and the rules made thereunder;
 - The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
 - The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
 - Foreign Exchange Management Act, 1999 and rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
 - The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009- (**Not applicable during the Audit Period as the Company has not made any issue prescribed under Rule 3 of the said Regulations**);
 - The Securities and Exchange Board of India (Employee Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999/Securities and Exchange Board of India (Share Based Employee Benefits) Regulation, 2014 (effective 28th October, 2014)- (**Not applicable during the Audit Period as the Company does not have any Employee Stock Option Scheme and Employee Stock Purchases Scheme**);
 - The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulation, 2008 – (**Not applicable during the Audit Period as the Company has not issued any debt securities**);
 - The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with Client –(**Not applicable during the Audit Period as the Company is not registered as Registrar to issue and Share Transfer Agent**);
 - The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009- (**Not applicable during the Audit Period as the Company has not delisted/ nor proposed to delist its equity shares from any Stock Exchanges**);
 - The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 –(**Not applicable during the Audit Period as the Company has not bought back/nor proposed to buyback any of its securities**);

SHREE TULSI ONLINE.COM LIMITED

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India;
- (ii) The Listing Agreements entered into by the Company with The Calcutta Stock Exchange Ltd and BSE Ltd.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above and there are no material non-compliances that have come to our knowledge.

I further report that, the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the Meeting and for meaningful participation at the Meeting.

The Board decisions are recorded without recording any dissent by any member of the Board, and based on the Minutes there is no reason to believe that the Board Resolutions were dissented upon by any Board member/(s).

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

I further report that, that during the Audit Period, there are no specific events/actions having a major bearing on the Company's affairs in pursuance of the laws, rules, regulations guidelines, standards, etc, referred to above.

For **Veenit Pal & Associates**
Company Secretary

Veenit Pal
(Proprietor)

ACS : 25565
CP : 13149

Place : Mumbai
Date : 17/08/2015

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

SHREE TULSI ONLINE.COM LIMITED

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Appendix-1

To,
The Members,
SHREE TULSI ONLINE.COM LIMITED
CIN No.: L99999WB1982PLC035576
4. N.S.Road, 1st Floor,
Kolkata, West Bengal-700 001

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

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

For **Veenit Pal & Associates**
Company Secretary

Veenit Pal
(Proprietor)

ACS : 25565
CP : 13149

Place : Mumbai
Date : 17/08/2015

SHREE TULSI ONLINE.COM LIMITED

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CORPORATE GOVERNANCE

PHILOSOPHY OF THE COMPANY ON THE CODE OF CORPORATE GOVERNANCE

The Company believes in highest standards of Corporate Governance and has put in place the systems to comply with all the rules, regulations and requirements mentioned in Clause 49 of Listing Agreement. For us effective Corporate Governance is about commitment to values and ethical business conduct which alone can guarantee business success in the long run.

We understand that Corporate Governance is a continuous journey and not a destination. The Company endeavors to achieve transparency, accountability, integrity and responsibility and continues to focus on good Corporate Governance.

CORPORATE ETHICS

The Company adheres to highest standards of business ethics, compliance with statutory and legal requirements and commitment to transparency in business dealings.

CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT:

The Board of Directors has adopted the Code of Conduct for its Members and Senior Management. The Board highlights Corporate Governance as the cornerstone for the sustained management performance, for serving all the stakeholders and for instilling pride in its business dealings.

The Code is applicable to all the Directors, Key Managerial Personnel and specified Senior Management Executives. The Code impresses upon the Directors and senior Management Executives to uphold the interest of the Company and its Stakeholders and endeavors to fulfill the fiduciary obligation towards them. The Code also mandates that Directors and Senior Management Executives would uphold highest standard of integrity, honesty, ethical conduct and fairness in their dealings and shall exercise utmost good faith, due care and integrity in performing their duties.

CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING:

The Company has adopted a Code of Conduct for prevention of Insider Trading for its Directors, Key Managerial Personnel & Designated Employees. The Code lays down the guidelines and procedures to be followed, disclosures to be made while dealing with the shares of the Company. The Company Secretary has been appointed as the Compliance Officer, and is responsible for adherence to the Code.

BOARD OF DIRECTORS

As on 31st March, 2015, the total strength of the Board is 5 (Five) Directors comprising 1 (one) Executive Director and 4 (four) Non-Executive Directors, of which 3 (three) are Independent Directors. The Chairman of the Board is a Non-Executive Independent Director. The composition of the Board is in conformity with revised Clause 49 of the Listing Agreement entered into with the Stock Exchanges. 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 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 Non-Executive Directors are paid sitting fee within the limits prescribed under Section 197(1) (ii) of the Act. No stock options were granted to Non-Executive Directors during the year under review. The Non-Executive Directors as per Clause 49 did not have any material pecuniary relationship or transactions with the Company except the payment of sitting fees to them during the year 2014-15.

Independent Directors are not serving as Independent Directors in more than 7 (seven) listed Companies.

None of Directors of the Company hold the position as Whole Time Director in Company itself nor serve as Independent Director in more than 3 (three) listed companies.

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BOARD PROCEDURE

Board members are given appropriate documents and information in advance of each Board and Committee Meeting to enable the Board to discharge its responsibilities effectively by taking well informed decisions. To enable the Board to discharge its responsibilities effectively, the Managing Director reviews Company's overall performance. The functions performed by the Board includes, in addition to the legal matters compulsorily required to be performed by it, review of:

- Strategy and Business Plan
- Annual operating and capital expenditure budgets
- Investment and exposure limits
- Compliance with statutory/regulatory requirements and review of major legal issues
- Approval of quarterly/annual results
- Review of the minutes of the Board Meeting, Audit Committee Meeting, Stakeholders Relationship Committee and Nomination and Remuneration Committee.

BOARD MEETING AND ATTENDANCE

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 ^	No. of Other Committee membership**
Mr. Vinod Kumar Bothra	Whole Time Director	6	Yes	Nil	Nil
Mr. Abhishek Kumar Jain	Non-Executive Director	6	Yes	5	4
Mr. Jyotiraaditya Singha	Non-Executive Independent Director	3	No	1	2
Mr. Netra Bahadur Ranabhat	Non-Executive Independent Director	6	Yes	1	2
Mrs. Chandrakala Devi Lakhotia*	Non-Executive Independent Director	3	No	3	4

^ Directorship in Private Limited is not considered.

** Only Audit Committee and Stakeholders Relationship Committee in public Limited Companies have been considered for the Committee positions.

*Mrs. Chandrakala Devi Lakhotia was appointed as Director (Non Executive Independent Director) of the Company w.e.f. 25/07/2014.

6 (Six) Board Meetings were held during the year and the gap between 2 (two) Meetings did not exceed 120 days.

The dates on which the said Meetings were held are as follows:

26/05/2014, 25/07/2014, 11/08/2014, 11/11/2014, 10/02/2015 and 31/03/2015.

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.

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AUDIT COMMITTEE

Board of Directors has formed an Audit Committee which has the following powers:

- a) To investigate into any matter referred to it by the Board and for that purpose to have full access to the information contained in the records of the Company and external professional advice, if necessary;
- b) To oversee the Company's Financial Reporting process and the disclosure of its financial statement to ensure that the financial statement is correct, sufficient and credible;
- c) To recommend the appointment, remuneration and terms of appointment of statutory auditors, fixation of audit fees and also approval for payment of any other services;
- d) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- e) Reviewing with the Management the annual financial statements and auditor's report thereon before submission to the Board for approval;
- f) Reviewing with the Management the quarterly financial statements before submission to the Board;
- g) Review and monitor the auditor's independence and performance, and effectiveness of audit process.
- h) Scrutiny of inter-corporate loans and investments;
- i) To review the functioning of the Whistle Blower mechanism;
- j) Reviewing with the Management, external and internal auditors, the adequacy of internal control systems;
- k) Reviewing the Company's Financial and Risk Management policies;
- l) To look into the reasons for substantial defaults in the payment to the Depositors, Debenture holders; Shareholders (in case of non-payment of declared dividends) and Creditors;
- m) Reviewing of all Related Party Transactions.

The Company Secretary acts as the Secretary to the Committee. The Statutory Auditors, Internal Auditors and Cost Auditors attend the Audit Committee Meeting by invitation.

Amongst the Board of Directors 2 (two) Independent Directors are members of Audit Committee Meeting. The Committee has members with sound knowledge of finance, accounting and law. The Committee deals with all matters of financial reporting, internal controls, risk management, related party transactions etc. The power and role of Audit Committee is as per guidelines set out in the Listing Agreement. It meets at least four times in a year and reviews the quarterly and annual financial statements before they are submitted to the Board. The Committee monitors any changes in accounting policy, accounting implications of major transactions, etc. The Committee also closely reviews the adequacy of internal controls, formulates and monitors the annual audit plan.

Four Audit Committee Meetings were held during the financial year 2014-15. These Meetings were held on 24th May, 2014, 9th August, 2014, 10th November, 2014 and 9th February, 2015.

The attendance at the Meeting is as under:

Name of the Member	Category	No. of Meetings Attended
Mr.Netra Bahadur Ranabhat	Non – Executive (Independent) Chairman	4
Mrs.Chanderkala Devi Lakhotia	Non – Executive (Independent)	2
Mr.Jyotiraaditya Singha	Non – Executive (Independent)	4
Mr.Abhishek Kumar Jain	Non – Executive	2

Mr. Abhishek Kumar Jain, Non-Executive Director was appointed as a member of the Audit Committee w.e.f. 26/05/2014.

Mr. Chanderkala Devi Lakhotia, Non-Executive Director was appointed as a member of the Audit Committee w.e.f. 09/08/2014.

NOMINATION AND REMUNERATION COMMITTEE:

During the Financial Year 2014-15 One Nomination and Remuneration Committee Meetings was held on 31/03/2015. The Company Secretary acts as the Secretary to the Committee. Details of attendance at the Nomination and Remuneration Committee are as follow:

Name of the Member	Category	No. of Meeting Attended
Mr.Netra Bahadur Ranabhat	Non – Executive (Independent) Chairman	1
Mr.Abhishek Kumar Jain	Non – Executive (Independent)	1
Mr.Jyotiraaditya Singha	Non – Executive	1

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Brief about Remuneration Policy:

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

(a) Remuneration structure of Independent & Executive Directors:

1. Independent Directors receive remuneration by way of sitting fees for attending Board Meetings and Board Committee Meetings.
2. The remuneration /compensation/commission etc. to be paid to Managing Directors/Executive Director shall be as per their terms of appointment, subject to the terms and conditions under the Companies Act, 2013 and Rules made thereunder or any other enactment for the time being in force and the approval of the Shareholders.

(b) Remuneration structure of Key Managerial Personnel (KMPs):

1. The remuneration of KMPs shall be approved by Nomination Remuneration Committee.
2. The compensation of a KMPs is done keeping in consideration the prevailing market value of the resources, criticality of role and internal parity.
3. The remuneration structure to KMPs may include a variable performance linked component.

The Committee decides the remuneration of Directors and senior management officers of the Company.

REMUNERATION OF DIRECTOR:

The sitting fees for attending each Meeting of Board Meeting for Non-Executive/ Independent Directors is decided by the Remuneration Committee. There is no pecuniary relationship or transaction of the Company with its Non-Executive Directors/ Independent Directors other than payment of sitting fees per Meeting to them for attending Board & Committee Meeting.

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

Name of Director	Salary cum Allowances	Stock Options and Other Benefits	Service Contract Tenure
Mr. Vinod Kumar Bothra	Rs. 328000/-	Nil	3 Year

STAKE HOLDERS RELATIONSHIP COMMITTEE:

The functions of the Committee include redressal of investors' grievance pertaining to:

- Transfer/Transmission of Shares
- Issue of Duplicate Share Certificates
- Review of Shares Dematerialized
- Dividend
- All other matters relating to Shareholders

During the year 2014-15, 2 (two) Meetings were held.

Total number of service requests, enquiries, queries received during the year was thirty four and all of them were resolved.

Total number of investor complaints received during the year was NIL.

SEBI by its circular has mandated all the Listed Companies to get their SCORES Registration done. Accordingly, the Company has obtained the same. However, no complaints have been received during the year.

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Below-mentioned table gives the composition and attendance record of the Stake holders Relationship Committee.

Name of the Member	Category	No. of Meeting Attended
Mr.Netra Bahadur Ranabhat	Non – Executive (Independent) Chairman	2
Mr.Jyotiraaditya Singha	Non – Executive (Independent)	2
Mr.Abhishek Kumar Jain	Non – Executive	2
Mrs.Chanderkala Devi Lakhotia	Non – Executive (Independent)	1

- Mr. Abhishek Kumar Jain Non-Executive Director was appointed as a member of the Stake holders Relationship Committee w.e.f. 26/05/2014.
- Mr. Chanderkala Devi Lakhotia Non-Executive Director was appointed as a member of the Stake holders Relationship Committee w.e.f. 09/08/2014.

Risk Management Committee:

The Board of Directors of the Company at their Meeting held on 10th February, 2015 constituted a Risk Management Committee of the Board comprising of Mr.Netra Bahadur Ranabhat, Chairman, Mr.Jyotiraaditya Singha and Mr. Abhishek Kumar Jain.

General Body Meeting:

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

Year	Address	Date	Day	Time
2013 – 2014	O2,VIP Hotel, VIP Road, Kaikhali Kolkata- 700052	25/08/2014	Monday	4:30 P.M.
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.

In Compliance with Clause 35 of Listing Agreement and Section 108, 110 and other applicable provisions of the Companies Act, 2013 read with the related rules the Company provides electronic voting facility to all its Members, to enable them to cast their votes electronically .The Company engages the services of CDSL for the purpose of providing e-voting facility to all its members. The members have the options to vote either by physical Ballot or e-voting.

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

MEETING OF INDEPENDENT DIRECTORS:

As stipulated by the Code of Independent Directors under the Companies Act, 2013 and the Listing Agreement, a separate Meeting of the Independent Directors of the Company was held on 31st March, 2015 to review the performance of Non-Independent Directors, Chairman and the Board as whole. The Independent Directors also reviewed the quality, quantity and timeliness of the flow of information between the Management and the Board and it's Committees which is necessary to effectively and reasonably perform and discharge their duties.

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 is no 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.

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The Company has appointed Secretarial Auditors, Chief Financial Officer and Internal Auditors under the provision of the Companies Act, 2013 along with applicable Rules and requirements of the Listing Agreement of the Stock Exchanges.

The guidelines/ Accounting standards lay down by The Institute of Chartered Accountants of India and prescribed under Section 133 of the Companies Act, 2013 have been followed in preparation of financial statements of the Company in all material respects.

The Company does not have any subsidiary.

The 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.

The requirements of the Audit and other Committee as contemplated in revised Clause 49 have been complied with as per the report of the same.

The Company has adopted a Whistle Blower Policy and has established the necessary Vigil Mechanism for employees and Directors to report concerns about unethical behavior. No person has been denied access to the Chairman of the Audit Committee.

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.

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

The Management Discussion and Analysis is a part of the Annual Report and is included in the Director's Report.

General Shareholders Information:

- | | | | |
|-----|--|-----|---|
| a) | Company Secretary cum Compliance Officer | ... | Mr. Sashi Sekhor Chowdhury
4, N.S.Road, 1st Floor
Kolkata – 700 001 |
| b) | Annual General Meeting. | | |
| i) | Date & Time | ... | Monday 28th September, 2015 at 4:00 pm |
| ii) | Venue | ... | O2, VIP Hotel, VIP Road, Kaikhali
Kolkata- 700052 |
| c) | Financial Calendar | ... | 1st April to 31st March |
| | First Quarter Results | ... | within 45 days from the end of first quarter |
| | Second Quarter Results | ... | within 45 days from the end of second quarter |
| | Third Quarter Results | ... | within 45 days from the end of third quarter |
| | Financial Year Results | ... | within 60 days from the end of financial year |
| d) | Date of Book Closure | ... | 22/09/2015 to 28/09/2015 |

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- e) Listing on Stock Exchanges ... The Calcutta Stock Exchange Ltd
BSE Ltd
Listing fees have been paid to CSE for the F.Y 2015-16
- f) Stock Code ... 10025061 (CSE)
590128 (BSE)
- g) Demat ISIN in NSDL & CDSL for equity shares ... INE130D01037
- h) Registrar and Share Transfer Agent (For Physical & Demat Segment) ... Adroit Corporate Services Pvt. Ltd.
19, Jaferbhoy Industrial Estate,
1st Floor, Makwana Road, Marol Naka, Andheri (E),
Mumbai – 400 059
Phone: 022 –4227 0400 /022-2589 6060/2859 4060
Fax: 022 – 28503748
Email: adroits@vsnl.net
Website: www.adroitcorporates.com
- i) Dividend ... No dividend has been reconnednded by the Board of Directors for the F.Y. 2014-15
- 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 (No. of Shares)
April- 2014	31.00	29.50	3045
May- 2014	29.50	23.05	56
June-2014	22.00	16.35	2020
July-2014	-	-	-
August- 2014	16.30	16.00	58
September-2014	17.95	14.00	160
October-2014	14.00	12.65	23
November-2014	15.20	12.65	103
December- 2014	15.75	15.75	100
January-2015	16.00	15.75	15
February-2015	15.20	15.20	11
March-2015	15.50	14.75	714

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. Address - 19, Jaferbhoy Industrial Estate, 1st Floor, Makwana Road, Marol Naka, Andheri (E), Mumbai – 400 059; Shares lodged for transfer at the Registrar's address are normally processed and approved by share transfer cum Stake Holder's 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 31st March, 2015. Members can hold shares in electronic form and trade the same in Depository System. However they may hold in same in physical form also.

WHOLE TIME DIRECTOR AND CFO DECLARATION

As required by Clause 49 of the Listing Agreement, the Whole Time Director and CFO has given appropriate certification to the Board.

SHREE TULSI ONLINE.COM LIMITED

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DISTRIBUTION OF SHAREHOLDINGS:

Categories of Shareholders as on 31/03/2015

Category	No. of Shareholders	No. of Shares	% of Equity Capital
Promoters Group	12	1,05,54,318	45.18
Other Bodies Corporate	116	66,35,035	28.40
Individual / Others	1,624	61,73,207	26.42
Total	1,752	2,33,62,560	100.00

Distribution of Shareholdings as on 31/03/2015

No. of Equity Share held	No. of Shareholders	% of Shareholders	No. of Shares	% of Shares
Upto- 500	707	40.35	207649	0.89
501 – 1000	561	32.02	439329	1.88
1001 – 2000	181	10.33	253191	1.08
2001 – 3000	75	4.28	181648	0.78
3001 – 4000	37	2.11	132149	0.57
4001 – 5000	22	1.26	101165	0.43
5001 – 10000	87	4.97	618548	2.65
10001 & Above	82	4.68	21428881	91.73
Total	1752	100.00	23362560	100.00

DECLARATION REGARDING COMPLIANCE WITH THE CODE OF CONDUCT AND ETHICS POLICY OF THE COMPANY BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL

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 Company has in respect of the year ended 31st March, 2015, received from the senior Management and members of the Board a declaration of compliance with code of conduct as applicable to them.

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

Date : 20/08/2015
Place : Kolkata

Vinod Kumar Bothra
(Whole Time Director)

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 31st March, 2015, 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 Clause 49 of 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 : Kolkata
Date : 20/08/2015

Ashok Kumar Katial
(Partner)
M. No. 09096

SHREE TULSI ONLINE.COM LIMITED

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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 comprise the Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. 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 misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the 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 financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, 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 on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31st, 2015;
- b) In the case of the Statement of Profit and Loss, of the profit 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.

SHREE TULSI ONLINE.COM LIMITED

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Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-Section (11) of Section 143 of the Companies Act, 2013 (hereinafter referred to as the "Order"), we give in the Annexure a statement on the matters specified in Paragraphs 4 and 5 of the order.
2. As required by Section 143(3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c. The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - e. On the basis of the written representations received from the directors as on 31st March, 2015 and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act;
 - f. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us, we report that:
 - i. The Company does not have any pending litigations which would impact financial position;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

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

**Place : Mumbai
Date : 28/05/2015**

**Ashok Kumar Katial
(Partner)
M. No. 09096**

SHREE TULSI ONLINE.COM LIMITED

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ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT

The Annexure Referred to in paragraph 1 under the heading 'Report on Other Legal and Regulatory Requirements' of our Report of even date to the members of Shree Tulsi Online.Com Limited ,(‘the Company’) on the financial statements for the year ended 31st March, 2015.

The Comments given below are based on the data compiled by the Company in order to comply with requirements of the order and on the basis of such test checks of the books and records of the Company as we considered appropriate and in terms of the information and explanations given to us, we report that:

- (i) In respect of its fixed assets:
 - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
 - (b) The Fixed assets have been physically verified by the management at reasonable intervals; No material discrepancies were noticed on such verification.
- (ii) In respect of its inventories:
 - (a) The inventories have been physically verified by the management during the year. In our opinion, the frequency of verification is reasonable;
 - (b) The procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business;
 - (c) The Company is maintaining proper records of inventory and there were not any material discrepancies were noticed on physical verification of inventories as compared to the book records.
- (iii) The Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under Section 189 of the Companies Act, 2013 and hence provisions of Paragraph 3(iii) of the aforesaid Order are not applicable to the Company.
- (iv) There exist an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchase of inventory and fixed assets and with regard to the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal control system in respect of the aforesaid areas.
- (v) The company has not accepted any deposits from the public to which provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014 are applicable. No order has been passed by Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other Tribunal.
- (vi) The maintenance of cost records under sub-section (l) of Section 148 of the Companies Act, 2013 has not been specified by the Central Government.
- (vii) According to the records of the Company:
 - (a) The Company is generally regular in depositing with the appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues, as applicable to it . There are no undisputed amounts payable in respect of aforesaid dues outstanding as at 31st March,2015 for a period of more than six months form the date they became payable;
 - (b) No dues of income tax ,sales tax , wealth tax , service tax, duty of customs, duty of excise, value added tax or cess that have not been deposited on account of any disputes;
 - (c) There were no amounts required to be transferred to Investor Education and Protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made thereunder.

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- (viii) The Company does not have accumulated losses. The Company has not incurred any cash losses during the financial year covered by our audit and in the immediately preceding financial year.
 - (ix) The Company has not defaulted in repayment of dues to a financial institution or bank or debenture holders.
 - (x) The Company has not given any guarantee for loans taken by others from bank or financial institutions and accordingly requirement of Paragraph 3(x) of the aforesaid Order are not applicable to the Company.
 - (xi) The Company has not raised term loans during the year.
 - (xii) Based upon the audit procedure performed and as per information and explanations given to us by the management, no fraud on or by the Company has been noticed or reported during the year.
-

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

**Place : Mumbai
Date : 28/05/2015**

**Ashok Kumar Katial
(Partner)
M. No. 09096**

SHREE TULSI ONLINE.COM LIMITED

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BALANCE SHEET AS AT 31ST MARCH, 2015

Particulars	Note No.	As at 31 March, 2015	As at 31 March, 2014
		Amt in Rs.	Amt in Rs.
A EQUITY AND LIABILITIES			
1 Shareholders' funds			
(a) Share Capital	1	2336,25,600	2336,25,600
(b) Reserves and Surplus	2	767,37,706	776,20,127
		3103,63,306	3112,45,727
2 Current liabilities			
(a) Trade Payables	3	2,70,734	3,29,550
(b) Short-Term Provisions	4	8,44,972	4,44,972
		11,15,706	7,74,522
TOTAL		3114,79,012	3120,20,249
B ASSETS			
1 Non-Current assets			
(a) Fixed Assets			
(i) Tangible Assets	5	296,22,468	325,79,083
(b) Non-Current Investments	6	399,49,742	399,49,330
(c) Deferred Tax Assets		7,75,419	4,18,805
(d) Long-Term Loans and Advances	7	1070,42,551	1097,12,377
		1773,90,180	1826,59,595
2 Current assets			
(a) Inventories	8	523,55,336	523,55,336
(b) Trade Receivables	9	811,62,502	749,60,302
(c) Cash and Cash Equivalents	10	5,70,995	20,45,016
		1340,88,833	1293,60,654
TOTAL		3114,79,012	3120,20,249
Significant Accounting Polices & Notes to the Accounts	17	0	0
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	
Ashok Kumar Katial (Partner) M.No :: 09096		Vinod Kumar Bothra (Whole Time Director)	Abhishek Kumar Jain (Director)
Place : Mumbai Date : 28/05/2015		Biresk Kumar Thaker (Chief Financial Officer)	Sashi Sekhor Chowdhury (Company Secretary)

SHREE TULSI ONLINE.COM LIMITED

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Statement of Profit and Loss for the year ended 31 March, 2015

Particulars	Note No.	For the year ended 31 March, 2015	For the year ended 31 March, 2014
		Amt in Rs.	Amt in Rs.
I Revenue from Operations (gross)	11	101,83,079	86,09,826
II Other income	12	8,72,850	13,18,920
III Total revenue (I+II)		110,55,929	99,28,746
IV. Expenses:- -----			
Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	13	-	14,74,400
Employee Benefits Expenses	14	25,35,901	20,08,899
Depreciation and Amortisation Expenses	15	19,97,106	12,96,205
Other Expenses	16	48,08,301	35,19,287
Total Expenses		93,41,308	82,98,791
V Profit before tax (III-IV)		17,14,621	16,29,955
VI Tax Expenses: -----			
(1) Current Tax		4,00,000	76,466
(2) Deferred tax		-3,56,614	-73,705
(3) Income Tax for Earlier Years		15,94,146	
		16,37,532	2,761
VII Profit for the Period(V-VI)		77,088	16,27,194
VIII Earnings per Equity Share of Rs.10/- each): -----			
(a) Basic		0.00	0.07
(b) Diluted		0.00	0.07
Significant Accounting Policies & Notes to the Accounts	17		

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

Ashok Kumar Katial
(Partner)
M.No :: 09096

Vinod Kumar Bothra
(Whole Time Director)

Abhishek Kumar Jain
(Director)

Place : Mumbai
Date : 28/05/2015

Biresh Kumar Thaker
(Chief Financial Officer)

Sashi Sekhor Chowdhury
(Company Secretary)

SHREE TULSI ONLINE.COM LIMITED

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CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

PARTICULARS		As at 31 March, 2015	As at 31 March, 2014
		Amt in Rs.	Amt in Rs.
(A)	Cash Flow From Operating Activities		
	Net Profit before Tax	17,14,621	16,29,955
	Adjustments for :-		
	Misc Income	8,72,850	13,18,920
	Depreciation/amortization	19,97,106	12,96,205
	Operating Profit Before Working Capital Changes	28,38,877	16,07,240
	Adjustments for :-		
	Inventories	0	14,74,400
	Trade Receivables	-62,02,200	40,66,319
	Loans & Advances	26,69,826	102,68,756
	Trade Payables	-58,816	65,656
	Cash Generated From Operations	-7,52,313	174,82,371
	Payment of Tax	-15,94,146	-3,87,680
	Net Cash Inflow/Outflow From Operations	-23,46,459	170,94,691
(B)	Cash Flow From Investing Activities		
	Purchase of Investments	-412	-168,00,756
	Misc Income	8,72,850	13,18,920
	Net Cash (used in) Investing Activities (B)	8,72,438	-154,81,836
(C)	Cash Flow From Financing Activities	NIL	NIL
	Net Increase /(Decrease) in Cash & Cash Equivalents (A+B+C)	-14,74,021	16,12,855
	Cash & Cash Equivalents as at the beginning of the year	20,45,016	4,32,161
	Cash & Cash Equivalents as at the end of the year	5,70,995	20,45,016

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

Ashok Kumar Katial
(Partner)
M.No :: 09096

Vinod Kumar Bothra
(Whole Time Director)

Abhishek Kumar Jain
(Director)

Place : Mumbai
Date : 28/05/2015

Biresh Kumar Thaker
(Chief Financial Officer)

Sashi Sekhor Chowdhury
(Company Secretary)

SHREE TULSI ONLINE.COM LIMITED

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Notes forming part of Financial Statements for the year ended 31st March,2015		
Particulars	As at 31 March, 2015	As at 31 March, 2014
	Amt in Rs.	Amt in Rs.
NOTE :-1		
SHARE CAPITAL -----		
AUTHORISED -----		
23,500,000 Equity Shares of Rs. 10/- each	2350,00,000	2350,00,000
ISSUED, SUBSCRIBED & FULLY PAID UP -----		
23,362,560 (P.Y: 23,362,560)Equity Shares of Rs.10/- each fully paid-up.	2336,25,600.00	2336,25,600.00
TOTAL	2336,25,600.00	2336,25,600.00
Notes to Share Capital -----		
(i) Reconciliation of the Equity shares outstanding at the beginning		
Equity shares outstanding at the Beginning of the year		
-Number of shares	233,62,560.00	233,62,560.00
-Amount	2336,25,600.00	2336,25,600.00
Equity shares outstanding at the End of the year		
-Number of shares	233,62,560.00	233,62,560.00
-Amount	2336,25,600.00	2336,25,600.00
(ii) Terms / rights attached to Equity shares		
The Company has only one class of equity shares having a par value of Rs.10/- per share. Each equity shareholder is entitled to one vote per share. The Company 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.		
(iii)Name of the Shareholders holding more than 5% shares in the Company ::-		
Religare Finvest Ltd		
In Nos.	19,41,005	19,41,005
% Holdings	8.31%	8.31%
Sunil Exports Pvt Ltd		
In Nos.	19,38,750	19,38,750
% Holdings	8.30%	8.30%
Zipsy Tie-Up Services Pvt Ltd		
In Nos.	14,06,328	14,05,918
% Holdings	6.02%	6.02%
Manjula Jain		
In Nos.	11,98,905	11,98,905
% Holdings	5.13%	5.13%

SHREE TULSI ONLINE.COM LIMITED

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Notes forming part of Financial Statements for the year ended 31st March,2015		
Particulars	As at 31 March, 2015	As at 31 March, 2014
	Amt in Rs.	Amt in Rs.
NOTE :-2		
RESERVES AND SURPLUS -----		
Capital Reserve -----		
As per last Balance sheet	123,19,786	123,19,786
Closing Balance	123,19,786	123,19,786
Securities Premium Reserve -----		
As per last Balance sheet	62,78,400	62,78,400
Closing Balance	62,78,400	62,78,400
General Reserve -----		
As per last Balance sheet	10,28,439	10,28,439
Closing Balance	10,28,439	10,28,439
Surplus in Statement of Profit and Loss -----		
Opening balance as per last Balance Sheet	579,93,502	563,66,308
Less :: Depreciation in respect of assets whose useful life is over	9,59,509	-
Add :: Profit for the year	77,088	16,27,194
Closing Balance	571,11,081	579,93,502
TOTAL	767,37,706	776,20,127
NOTE :-3		
TRADE PAYABLES -----		
- For Expenses	2,70,734	3,29,550
TOTAL	2,70,734	3,29,550
NOTE :-4		
SHORT TERM PROVISIONS -----		
Provision for Taxation	8,44,972	4,44,972
TOTAL	8,44,972	4,44,972

SHREE TULSI ONLINE.COM LIMITED

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NOTE :-5

FIXED ASSETS

Amt in Rs.

TANGIBLE ASSETS	GROSS BLOCK			DEPRECIATION			NET BLOCK		
	As At 1st April, 2014	Additions/ Deductions	As At 31st March, 2015	As At 1st April, 2014	For the Year	Depreciation in respect assets whose of useful life is over	As At 31st March, 2015	As At 31st March, 2015	As At 31st March, 2014
Plant & Equipments	105,66,743	-	105,66,743	100,68,619	-	-	100,68,619	4,98,124	4,98,124
Portal	270,57,754	-	270,57,754	-	-	-	-	270,57,754	270,57,754
Furniture & Fixtures	80,50,195	-	80,50,195	54,84,033	7,60,354	1,63,998	64,08,385	16,41,810	25,66,162
Office Equipments	53,87,612	-	53,87,612	29,30,568	12,36,753	7,95,511	49,62,832	4,24,780	24,57,044
TOTAL	510,62,304	-	510,62,304	184,83,221	19,97,106	9,59,509	214,39,836	296,22,468	325,79,083
Previous Year	510,62,304	-	510,62,304	171,87,015	12,96,205	-	184,83,220	325,79,084	-

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Notes forming part of Financial Statements for the year ended 31st March,2015

Particulars	As at 31 March, 2015	As at 31 March, 2014
	Amt in Rs.	Amt in Rs.
NOTE :-6		
NON-CURRENT INVESTMENTS(Long Term)		
(Valued at cost unless stated otherwise)		
Trade Investment in Equity instruments of other Companies(Quoted)		
NIL (P.Y:987,225) Equity shares of Mavens Biotech Ltd of Rs. 1/- each, fully paid-up	-	59,21,588
3,514,683 (P.Y:3,514,683) Equity shares of Adinath Biolabs Ltd of Rs. 1/- each, fully paid-up	146,84,162	146,84,162
3,20,956 (P.Y:24,800) Equity shares of T.Spiritual World Ltd of Rs. 10/- each, fully paid-up	72,05,824	12,83,824
50 (P.Y:50) Equity shares of Indergiri Finance Ltd. of Rs. 10/- each, fully paid-up	756	756
900 (P.Y : 900) Equity shares of Sarvada Enterprises Ltd of Rs. 10/- each, fully paid-up	9,000	9,000
Non -Trade Investment in Equity instruments of other Companies(Unquoted)		
25,000 (P.Y:25,000) Equity shares of Newtech Corporate Services (P) Ltd of Rs.10/- each, fully paid-up	12,50,000	12,50,000
Non -Trade Investment in Units of Mutual Funds (Unquoted)		
28,00,000(P.Y:28,00,000) Units of Arihant Mangal(Growth Scheme)	168,00,000	168,00,000
TOTAL	399,49,742	399,49,330
Aggregate amount of Quoted Investment		
- Cost	218,99,742	218,99,330
- Market Value	Not Available	Not Available
Aggregate amount of Unquoted Investment	180,50,000	180,50,000

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Notes forming part of Financial Statements for the year ended 31st March,2015

Particulars	As at 31 March, 2015	As at 31 March, 2014
	Amt in Rs.	Amt in Rs.
NOTE :-7		
LONG TERM LOANS AND ADVANCES -----		
Unsecured, Considered good -----		
Others	1070,42,551	1097,12,377
TOTAL	1070,42,551	1097,12,377
NOTE :-8		
INVENTORIES -----		
(As taken, Valued & Certified by the Management)		
Finished Goods /Stock -In Trade (At lower of Cost or Net realizable value)	523,55,336	523,55,336
TOTAL	523,55,336	523,55,336
NOTE :-9		
TRADE RECEIVABLES -----		
Unsecured, Considered good -----		
Outstanding for a period exceeding six months from the date they are due for payment	789,62,396	733,76,133
Others	22,00,106	15,84,169
TOTAL	811,62,502	749,60,302
NOTE :-10		
CASH AND CASH EQUIVALENTS -----		
(As Certified by the Management)		
Balance with Banks -In Current Accounts	1,77,286	17,18,690
Cash on Hand	3,93,709	3,26,326
TOTAL	5,70,995	20,45,016

SHREE TULSI ONLINE.COM LIMITED

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Notes forming part of Financial Statements for the year ended 31st March, 2015		
Particulars	For the year ended 31 March, 2015	For the year ended 31 March, 2014
	Amt in Rs.	Amt in Rs.
NOTE :-11		
REVENUE FROM OPERATION(GROSS) -----		
Income from Trading in Agricultural Commodities	101,83,079	86,09,826
TOTAL	101,83,079	86,09,826
NOTE :-12		
OTHER INCOME -----		
Miscellaneous Income	8,72,850	13,18,920
TOTAL	8,72,850	13,18,920
NOTE :-13		
CHANGES IN INVENTORIES OF FINISHED GOODS, WORK - -----		
Inventories at the end of the year		
Finished Goods /Stock -In Trade	523,55,336	523,55,336
	523,55,336	523,55,336
Inventories at the beginning of the year		
Finished Goods /Stock -In Trade	523,55,336	538,29,736
	523,55,336	538,29,736
NET	0	-14,74,400
NOTE :-14		
EMPLOYEE BENEFITS EXPENSES -----		
Salaries and Wages	22,71,266	18,72,894
Staff Welfare Expenses	2,64,635	1,36,005
TOTAL	25,35,901	20,08,899
NOTE :-15		
DEPRECIATION AND AMORTISATION EXPENSES -----		
Depreciation and amortisation for the year on tangible assets	19,97,106	12,96,205
TOTAL	19,97,106	12,96,205

SHREE TULSI ONLINE.COM LIMITED

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Particulars	For the year ended 31 March, 2015	For the year ended 31 March, 2014
	Amt in Rs.	Amt in Rs.
NOTE :-16		
OTHER EXPENSES -----		
Advertisement Expenses	1,19,819	1,03,879
AGM Expenses	38,970	36,525
Auditors Remuneration	73,034	73,034
Bank Charges	281	393
Conveyance & Travelling	5,25,191	3,66,786
Directors Remuneration	3,28,000	2,88,000
Directors Sitting Fees	20,000	13,000
Filing Fees	40,200	2,000
General Expenses	5,16,238	3,15,293
Listing Fees	1,22,589	58,989
Postage & Courier	3,27,772	1,88,709
Printing & Stationary	4,33,955	1,89,629
Professional Fees	7,64,500	6,00,000
R&T and Dmat Charges	1,56,017	1,48,316
Rent	2,28,000	1,92,000
Repairs & Maintenance	3,50,523	3,16,813
Selling & Distribution Expenses	6,07,143	5,49,091
Telephone Expenses	1,56,069	76,830
TOTAL	48,08,301	35,19,287
Auditors Remuneration -----		
(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
TOTAL	73,034	73,034

SHREE TULSI ONLINE.COM LIMITED

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Note: - 17

SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO THE ACCOUNTS:

Annexed to and forming part of the Balance Sheet as at 31st March, 2015 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, 2013.
- b) The financial statements have been prepared on accrual basis under the historical cost convention and ongoing concern concept, unless otherwise stated.
- c) The Accounting policies adopted during the current year, in the preparation of these financial statements, are consistent with that of the previous year. However, w.e.f F.Y. 2014-15, the Company changes its accounting to booked only net income from its operational trading activity which hitherto was accounting separately Sales and Purchases. The change does not have any material impact on profitability of the Company and it is done for better presentation of financial statements.
- d) All Assets and Liabilities have been classified as Current or Non-current as per the operating cycle criteria set out in the Schedule III to the Companies Act, 2013. As per the aforesaid criteria, the normal operating cycle of the Company is one year.
- e) 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 pro rata basis as per rates prescribed in Schedule II to the Companies Act, 2013, 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.

SHREE TULSI ONLINE.COM LIMITED

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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.

c) As informed and explained by the management, since number of employee was employed by the Company for any part of the year or during the year were within the prescribed limit of the provisions of relevant Labor laws, rules and regulations relating to employees, as applicable to it , are not applicable to the Company.

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, Contingent Liabilities and Contingent Assets:

a) 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.

b) 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.

10. During the financial year 2014-15, there are not any transactions with any suppliers /parties who are covered under ‘The Micro Small and Medium Enterprises Development Act, 2006’.

11. Related Party Disclosures

There were no contracts or arrangements made with related parties during the year under review.

12. Key Managerial Personnel:

The Key Managerial Personnel are the Whole Time Director, CFO and Company Secretary Cum Compliance Officer, whose names are mentioned in the Corporate Governance Report.

13. Pursuant to the enactment the Companies Act, 2013 being effective from 01st April, 2014, the Company has re-assessed the useful lives of its fixed assets and depreciation has been charged accordingly in accordance with the provisions of Schedule II of the Act. As a result, the depreciation charged for the year ended on 31/03/2015 is higher by Rs. 9.92 lacs respectively. Further, an amount of Rs. 9.60 lacs has been adjusted against the opening balance of retained earning being the carrying value of fixed assets whose lives are over as at the said date, in accordance with the Schedule II of the Companies Act, 2013.

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14. There are not any particulars which are required to be furnished under Schedule III of the Companies Act, 2013.
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.356614/-(P.YRs.73705/-),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 one reportable business segments i.e. Trading in Agricultural Commodities and its allied products. The Company operates mainly in Indian market and there are no reportable geographical segments.
17. **Earning Per Share:**

Earnings per share are calculated by dividing the profit attributable to the equity shareholders by the number of equity shares outstanding during the year, as under:

Particulars	2014-2015	2013-2014
Net Profit for the year attributable to the equity shareholders (Rs.)	77088	1627194
Number of equity shares outstanding (in Nos.)	23362560	23362560
Basic and diluted earnings per share (Face value of Re.10/- each)(Rs.)	0.00	0.07

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. The Company has shown the units of Mutual Fund "Arihant Mangal "(Growth Scheme) under the head "Non-Current Trade Investments". Due to the Order of Hon'ble High Court, Bombay, Mutual Fund "Arihant Mangal "(Growth Scheme) was kept in abeyance. In this context, after the lapse of many years, the Hon'ble High Court, Delhi, passed the Order dtd. 29/05/2013, wherein they have directed to dispose off the Mutual Fund "Arihant Mangal"(Growth Scheme) in terms of the SEBI regulations in full and final settlement. Accordingly, the Company has surrendered its units for redemption before the Special Committee constituted by Hon'ble High Court, Delhi and payment to be received under its provisional NAV.
21. The figures appearing in the Financial Statements have been rounded off to nearest rupee.
22. Previous year's figures have been regrouped/ reclassified wherever necessary to correspond with the current year's classification /disclosure.

Signatory to Notes 1 TO 17

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

Ashok Kumar Katial
(Partner)
M.No: 09096

Vinod Kumar Bothra
(Whole Time Director)

Abhishek Kumar Jain
(Director)

Place : Mumbai
Date : 28/05/2015

Biresh Kumar Thaker
(Chief Financial Officer)

Sashi Sekhor Chowdhury
(Company Secretary)

SHREE TULSI ONLINE.COM LIMITED

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FORM A

1	Name of the Company	:: SHREE TULSI ONLINE.COM LIMITED
2	Annual financial statements for the year ended	31st March,2015
3	Type of Audit observation	:: Un-qualified
4	Frequency of observation	:: Not Applicable
5	Signed by: -	
	Whole Time Director	Vinod Kumar Bothra
	Director	Abhishek Kumar Jain
	Chairman of the Audit Committee	Netra Bahadur Ranabhat
	Chief Financial Officer	Biresh Kumar Thaker
	Auditor of the company	Ashok Kumar Katial Partner -Mohindra Arora & Co

SHREE TULSI ONLINE.COM LIMITED

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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/We hereby record my/our presence at the 33rd Annual General Meeting to be held on Monday, 28th September, 2015 at 4.00 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 33rd Annual General Meeting of the Company to be held on Monday, 28th September, 2015 at 4.00 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:

Signed this _____ day of _____, 2015

Signature of the proxy holder / Signature of the Shareholder

**Affix
a revenue
stamp**

ELECTRONIC VOTING PARTICULARS

EVS (Electronic Voting Sequence Number)	USER ID	PASSWORD

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

Sr.No.	Resolutions	For	Against
	Ordinary Business		
1	Adoption of Audited Financial Statements along with Report of Board of Directors for the year ended March 31, 2015		
2	Re-Appointment of Mr. Abhishek Kumar Jain, who retire by Rotation		
3	Ratification of Appointment of Statutory Auditor and fixing their remuneration		
	Special Business		
4	Re- Appointment of Mr. Vinod Kumar Bothra as the whole time Director of the Company		
5	For making Loan, Investment and Guarantee upto Rs. 40 Crores pursuant to Section 186 of the Companies Act, 2013		
6	Adoption of new set of Articles of Association as per Table F of the Companies Act, 2013.		

Applicable for investor holding shares in electronic form

Note::

- (1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
- (2) For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 33rd Annual General Meeting.
- (3) This is only optional. Please put a tick in the appropriate column against the Resolutions indicated in the Box. If you leave the "For" or "Against" column blank against any or all the Resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
- (4) Please complete all details including details of Shareholder (s) in above box before submission.
- (5) The proxy should carry its identity proof.

SHREE TULSI ONLINE.COM LIMITED

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To,

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SHREE TULSI ONLINE.COM LIMITED

Registered Office: 4, N. S. Road, 1st Floor,
Kolkata - 700 001