



Shree Tulsi
Online.Com Limited

CIN: L99999WB1982PLC035576

information
research
software
sets
million
management
technology
search
internet
petabytes
big data
volume



34TH ANNUAL REPORT 2015- 2016

Shree Tulsi Online.Com Limited

34TH ANNUAL REPORT-2015-16

CORPORATE INFORMATION

CIN: L99999WB1982PLC035576

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

COMPANY SECRETARY

Mr. Sashi Sekhor Chowdhury

CHIEF FINANCIAL OFFICER

Mr. Biresh Kumar Thaker

REGISTERED OFFICE

4, N.S.Road, 1st Floor,Kolkata – 700 001

Phone / Fax: 033-22624717

Email: investors@shreetulsionline.com,

Website: www.shreetulsionline.com

BANKERS

HDFC Bank Limited

Yes Bank Limited

STATUTORY AUDITORS

M/s. Mohindra Arora & Co.

Chartered Accountants,

Mumbai

INTERNAL AUDITORS

M/s.S. R. Ghedia & Associates,

Chartered Accountants,

Mumbai

SECRETARIAL AUDITORS

M/s.Veenit Pal & Associates,

Company Secretaries,

Mumbai

REGISTRAR& TRANSFER AGENT

Adroit Corporate Service Private Limited

17-20, Jafferbhoy Ind. Estate,1st Floor,

Makwana Road,Marol Naka,

Andheri (E),Mumbai 400059

Tel: 022-42270400,

Fax: 022-28503748,

Email: adroits@vsnl.net,

Website: www.adroitcorporates.com

Shree Tulsi Online.Com Limited

34TH ANNUAL REPORT-2015-16

Contents

	<u>Page No</u>
1. Notice	3
2. Directors' Report	8
3. Extract of Annual Return	14
4. Secretarial Audit Report	20
5. Corporate Governance Report	23
6. Whole Time Director/CFO Certification	31
7. Auditors Certificate on Corporate Governance	32
8. Management Discussion & Analysis	33
9. Auditors Report	35
10. Balance Sheet	41
11. Statement of Profit & Loss	42
12. Cash Flow Statement	43
13. Notes to the Financial Statements	44

Shree Tulsi Online.Com Limited

34TH ANNUAL REPORT-2015-16

NOTICE

NOTICE is hereby given that the 34th (Thirty-Forth) Annual General Meeting of the Members of **SHREE TULSI ONLINE.COM LIMITED** will be held **on Monday 26th September, 2016 at 11.30 A.M. at O2, VIP Hotel, VIP Road, Kaikhali Kolkata- 700052**, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2016 together with the Reports of the Directors' and Auditors' thereon.
2. **Ratification for appointment of Statutory Auditors and fixing their Remuneration**

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

“**RESOLVED THAT** pursuant to the provisions of Section 139, 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 (Firm Registration No.:006551N), approved by the Shareholders in the 32nd Annual General Meeting until 36th Annual General Meeting, be and is hereby ratified until the conclusion of the next AGM(35th AGM) of the Company to be held in the year 2017, on such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

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

**Vinod Kumar Bothra
(Whole Time Director)
(DIN No. 00780848)**

Regd Office:

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

**CIN : L99999WB1982PLC035576
Email : investors@shreetulsonline.com
Website : www.shreetulsonline.com**

Date : 22/08/2016

Shree Tulsi Online.Com Limited

34TH ANNUAL REPORT-2015-16

NOTES:-

1. A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint one or more proxies to attend and vote on a poll instead of himself/ herself and such proxy need not be a Member of the Company. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than forty-eight hours before the commencement of AGM. The Instrument of Proxy in Form MGT 11 to be used in this AGM is enclosed.

Pursuant to Section 105 of the Companies Act, 2013 (the Act) read with clause 6 of the Secretarial Standard- 2, issued by the Institute of Company Secretaries of India, a person can act as proxy on behalf of Members not exceeding Fifty (50) and holding in the aggregate not more than Ten (10%) of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

3. Corporate Members/ Societies intending to send their authorized representatives to attend the AGM are requested to send a duly certified copy of the Board of Directors / Governing Board Resolution authorizing their representatives to attend and vote on their behalf at the AGM.
4. In case of joint holder attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. Register of Members and Share Transfer Books shall remain closed from 20/09/2016 to 26/09/2016 (Both days inclusive).
6. Members who are holding shares in identical order of names in more than one Folio in physical form are requested to write to the Company / the Registrars to consolidate their holdings in one Folio.
7. Members are requested to bring the Attendance Slip duly filled in along with their copy of Annual Report to the Meeting.
8. The Members are requested to contact the Company's Registrars and Share Transfer Agents, Adroit Corporate Service Private Limited, Mumbai for all their queries, transfer requests, or any other matter relating to their shareholding in the Company.
9. Members are also requested to :
 - (i) quote their Registered Folio Numbers / Client ID Nos. in all correspondences with the Company / with the Registrars; and
 - (ii) promptly notify any change in their address to the Company / the Registrars, as stated above, in case they still hold the Equity Shares in physical form.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number ('PAN') by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN details to their respective Depository Participants. Members holding shares in physical form are requested to submit their PAN details to the Company or its Registrars and Transfer Agents, M/s. Adroit Corporate Service Private Limited, 17-20, Jafferbhoy Ind. Estate, 1st Floor, Makwana Road, Marol Naka, Andheri (E), Mumbai 400059, Tel:022-42270400 |Fax:022-28503748, Email:adroits@vsnl.net, Website: www.adroitcorporates.com.
11. The Equity Shares of the Company is compulsorily required to be held under DEMAT mode for trading on the Stock Exchanges, where such Equity Shares are listed. These can be held in electronic form with any Depository Participant (DP) with whom the members have their Depository Account. All the Members, holding Equity Shares of the Company in the physical form, are advised to get the same dematerialized. The Members may contact the Registrars and Share Transfer Agents of the Company at their address mentioned above in case of any query /difficulty in the matter or at the Registered Office of the Company.
12. Pursuant to Section 101 and 136 of the Act, read with Rule 11 of the Companies (Accounts) Rules, 2014, Electronic copy of the Annual Report for the Financial year 2015-16 inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members who hold shares in dematerialised mode and whose e-mail IDs are registered with their respective DPs. unless any Member has requested for a physical copy of the same. For those members who have not registered their e-mail address, physical copies of the said Annual Report is being sent in the permitted mode.

Shree Tulsi Online.Com Limited

34TH ANNUAL REPORT-2015-16

13. A person who is not a member as on cut-off date should treat this Notice for information purpose only.
14. To promote green initiative, members are requested to register their e-mail addresses through their Depository Participants for sending the future communications by e-mail. Members holding the shares in physical form may register their e-mail addresses through the RTA, giving reference of their Folio Number.
15. Members may also note that the Annual Report for F.Y.2015-16 will also be available on the Company's website www.shreetulsionline.com.
16. Members who wish to obtain information concerning the Annual Report of the Company may send their queries at least 7 days before the date of Meeting, to the Company Secretary, at the registered office of the Company.
17. 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.
18. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the Members at the Annual General Meeting.
19. Attendance slip, proxy form and the route map of the venue of the Meeting is annexed hereto.
20. **Voting through electronic means:**

In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 and as amended from time to time and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its members the facility to exercise their right to vote on resolutions proposed to be considered at the 34th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central depository Services (India) Limited (CDSL).

The facility for voting through ballot paper shall be made available at the Annual General Meeting to the Shareholders attending the Meeting who have not cast their vote by remote e-voting shall be able to exercise the right to vote at the Meeting through ballot paper.

The Shareholders 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.

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 19, 2016, may obtain the login ID and password by sending a request at investors@shreetulsionline.com.

The instructions for shareholders voting electronically are as under:

- (i) The e-voting period begins on Thursday, September 22, 2016 (09.00 A.M.) and ends on Sunday, September 25, 2016 (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 19, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

Shree Tulsi Online.Com Limited

34TH ANNUAL REPORT-2015-16

- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <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.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.
Dividend Bank Details	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.
Date of Birth (DOB)	❖ If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for Resolutions of any other Company on which they are eligible to vote, provide that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the Resolutions contained in this Notice.
- (xii) Click on the EVSN for the <Company Name> on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option Yes implies that you assent to the Resolution and option No implies that you dissent to Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the Resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the Resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a Demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.**

Shree Tulsi Online.Com Limited

34TH ANNUAL REPORT-2015-16

(xx) Note for Non-Individuals Shareholders and Custodians

- Non-Individuals Shareholders (i.e. other than Individuals, HUF, NRI etc) and Custodian are required to log on to www.evotingindia.com 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.
- The list of accounts linked in the login should be emailed 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.

(xxi) 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. (xxi) above to cast vote.
- The voting rights of shareholders shall be in proportion to their shares of the paid up equity shares capital of the Company.
- 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.
- Mr.Susanta Kumar Nayak, Practicing Company Secretaries, (M.No. ACS 20883, CP No.13802) has appointed as the Scrutinizer for providing facility to the Members of the Company to scrutinize the voting at meeting (including voting through Ballot forms received from Members) and remote e-voting process in a fair and transparent manner.
- The Scrutinizer shall, immediately after the conclusion of voting at General Meeting, count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. Scrutiniser shall within 3 days of conclusion of the meeting submit a consolidated scrutiniser report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing.
- The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.shreetulsionline.com and on the website of CDSL immediately after the declaration of result by the Chairman or by a person duly authorized by him in writing. The results shall also be forwarded to The Calcutta Stock Exchange Ltd and BSE Limited, where the equity shares of the Company are listed.

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

Vinod Kumar Bothra
(Whole Time Director)
(DIN No. 00780848)

Regd Office:

4 N.S. Road, 1st Floor
Kolkata – 700 001

CIN : L99999WB1982PLC035576
Email : investors@shreetulsionline.com
Website : www.shreetulsionline.com

Date : 22/08/2016

Shree Tulsi Online.Com Limited

34TH ANNUAL REPORT-2015-16

DIRECTOR'S REPORT TO THE SHAREHOLDERS

Dear Shareholders,

Your Directors are pleased to present the 34th (Thirty-Forth) Annual Report together with the Audited Statement of Accounts and the Auditors Report of your Company for the year ended 31st March, 2016.

The financial results of the Company for the financial year 2015-16 as compared with the previous year are as follows-

Financial Results:

Particulars	(Amount in Rs.)	
	31 st March, 2016	31 st March, 2015
Income	99,28,553	110,55,929
Less: Expenses	58,67,273	73,44,202
Profit before Depreciation & Taxation	40,61,280	37,11,727
Less: Depreciation	7,07,655	19,97,106
Profit before Taxation	33,53,625	17,14,621
Less: Taxation	32,95,277	16,37,532
Profit after Taxation	58,348	77,089
Balance carried to Balance Sheet	571,69,429	571,11,081

Performance:

The Total Income for the financial year under review is Rs.99,28,553/- against Rs.110,59,929/-in previous year. The Profit before taxation generated by the Company during the year under review is Rs.33,53,625/- as compared to Rs.17,14,621 during the previous year.

Operations:

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

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 2015-2016. Hence there has been no transfer to Reserves during the financial year 2015-2016.

Change in the Nature of Business:

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

Public Deposits:

The Company has neither accepted nor renewed any deposits during the year under review 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.

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 Managerial Personnel:

Pursuant to the provisions of Section 149 of the Companies Act, 2013, Mr. Jyotiraditya Singha, Mrs. Chanderkala Devi Lakhota (Woman Director) and Mr. Netrabahadur Ranabhat were appointed as Independent Directors of the Company.

During the year, the Non-Executive Director of the Company had no pecuniary relationship or transaction with company other than the sitting fees, for the purpose of attending meetings of the company.

Mr. Abhishek kumar Jain is being act as Non Executive Director.

DIRECTOR'S REPORT TO THE SHAREHOLDERS(contd...)

Pursuant to the Provision of Section 203 of the Company Act, 2013 the Key Managerial Personnel of the Company are Mr. Vinod Kumar Bothra as a Whole –Time Director, Mr. Biresh Kumar Thaker as a Chief Financial Officer and Mr. Sashi Sekhor Chowdhury as a Company Secretary cum Compliance Officer. There has been no change in the Key Managerial Personnel of the Company during the year.

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. 3,36,000/- during financial year 2015-16.

Particulars of Employees Pursuant to Rule 5 (2) of Companies (Appointment & Remuneration Of Managerial Personnel) Rules, 2014:

None of the employees of the Company was in receipt of remuneration exceeding the limits prescribed under Section 197 of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Directors Responsibility Statement:

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

- I. in the preparation of the annual accounts for the year ended 31st March, 2016, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- II. the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year 31st March, 2016 and of the profits of the Company for the year ended on that date;
- III. the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- IV. the annual accounts have been prepared on a going concern basis;
- V. the directors have laid down internal financial controls to be followed by the Company and such internal controls are adequate and are operating effectively;
- VI. 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.

Declaration of Independent Directors:

All the Independent Directors have given declaration that each of them meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and the relevant rules aligned with Listing Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 so as to qualify themselves to be appointed as Independent Directors. There has been no change in the circumstances which may affect their status as Non-Executive Independent Director during the year.

Shree Tulsi Online.Com Limited

34TH ANNUAL REPORT-2015-16

DIRECTOR'S REPORT TO THE SHAREHOLDERS(contd...)

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 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.

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 Regulation 19 of the SEBI (LODR) Regulation 2015.

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.

The Board has, on the recommendation of the Nomination and Remuneration Committee framed a policy for selection and appointment of Directors, KMPs and Senior Management Personnel and their remuneration.

Statement concerning development and Implementation of Risk Management Policy of the Company:

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 ensuring 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, 2016 made under the provisions of Section 92 (3) of the Act in Form MGT-9 is annexed herewith as "Annexure A".

Board Evaluation:

Pursuant to the provisions of the Companies Act, 2013 and Listing Regulation of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, 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 excluding the Directors being evaluated. The performance evaluation of the Chairman and Non-Independent Directors was carried out by the Independent Directors at their separate Meeting.

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.

In pursuant to the provisions of Section 177(9) & (10) of the Companies Act, 2013 and Listing Regulation, a Vigil Mechanism for directors and employees to report genuine concerns has been established.

Shree Tulsi Online.Com Limited

34TH ANNUAL REPORT-2015-16

DIRECTOR'S REPORT TO THE SHAREHOLDERS(contd...)

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

The Company has complied with the provisions of Section 186 of the Companies Act, 2013 in respect of investments made in earlier years and given long term loans and advances to other parties during the year under review, outstanding at the year-end, except that such advances are given interest free, details of which are given in the Financial Statements.

Particulars of Contracts or Arrangements made with Related Parties:

There were no contracts or arrangements made with related parties as defined under Section 188 of the Companies Act, 2013 during the year under review and hence, 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.

Subsidiaries, Joint Ventures and Associate Companies:

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

Internal Control Systems & 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.

Corporate Governance:

A separate report on Corporate Governance in terms of Regulation 34(3) read with clause C of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, along with 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 Report:

The Management Discussion and Analysis Report, as required under the Listing Regulations, is given in a separate section and forms part of the Annual Report

Material Changes and Commitments, If any, affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the 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.

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.

Shree Tulsi Online.Com Limited

34TH ANNUAL REPORT-2015-16

DIRECTOR'S REPORT TO THE SHAREHOLDERS(contd...)

Auditors & Auditors Observations:

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

1. Statutory Auditor and their Report:

Pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Rules framed thereunder, M/s. Mohindra Arora & Co., Chartered Accountants (Registration No.:006551N), were appointed as statutory auditors of the Company from the conclusion of the 32nd Annual General Meeting (AGM) of the Company held on 25th August, 2014 till the conclusion of the 36th Annual General Meeting to be held in the year 2018, subject to ratification of their appointment at every Annual General Meeting.

Members are requested to consider the re-appointment.

The Board recommends the re-appointment of M/s. Mohindra Arora & Co., Chartered Accountants (Registration No.: 006551N) as the Statutory Auditors of the Company for the Financial year 2016-2017.

Explanation or Comments on Qualifications, Reservations or Adverse Remarks or Disclaimers made by the Auditors in their Reports:

The Report given by the Statutory Auditors for the Financial Statements for the year ended 31st March, 2016 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. There were no qualifications, reservations or adverse remarks in the Auditors' Report.

2. Secretarial Auditor & his Report:

In terms of Section 204 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors had appointed M/s. Vineet Pal & Associates, Practicing Company Secretaries as the Secretarial Auditors of the Company for the financial year 2015-2016. The report of the Secretarial Auditors in Form MR-3 is enclosed as Annexure-B to this report.

The report confirms that the Company had complied with the statutory provisions listed under Form MR-3 and the Company also has proper board processes and compliance mechanism. The Report does not contain any qualification, reservation or adverse remark or disclaimer, which requires any further comments or explanations in this report.

3. Internal Auditor:

The Board has appointed M/s S. R. Ghedia & Associates, Chartered Accountants as Internal Auditors of the Company for Financial Year 2015-2016 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.

Details of significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future:

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

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.

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 Limited. Listing fees has already been paid in pursuance to Regulation 14 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Shree Tulsi Online.Com Limited

34TH ANNUAL REPORT-2015-16

DIRECTOR'S REPORT TO THE SHAREHOLDERS(contd...)

Shares:

The authorized Share capital and the paid up Equity Share Capital have remained unchanged during the year under review. The Company has not issued any shares with differential rights as to dividend, voting or otherwise or convertible debentures.

- The Company has not bought back any of its securities during the year under review.
- The Company has not issued any Sweat Equity Shares during the year under review.
- No Bonus Shares were issued during the year under review.
- The Company has not provided any Stock Option Scheme to the employees.

Details of Policy developed and implemented by the Company on its Corporate Social Responsibility initiatives:

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

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.shreetulsionline.com on a regular basis.

Code of Conduct:

As prescribed under Listing Regulation, a declaration signed by the Whole Time Director affirming compliance with the Code of Conduct by the Directors and Senior Management Personnel of the Company for the financial year 2015-16 forms part of the Corporate Governance Report.

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

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

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

The following is a summary of sexual harassment complaints received and disposed off during the year 2015-16.

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

Acknowledgement:

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

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

**Place : Kolkata
Date : 22/08/2016**

**Vinod Kumar Bothra
(Whole Time Director)
(DIN No. 00780848)**

Shree Tulsi Online.Com Limited

34TH ANNUAL REPORT-2015-16

Annexure to the Directors' Report

Annexure A

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31/03/2016

Of

SHREE TULSI ONLINE.COM LIMITED

[Pursuant to Section 92(3) 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	Public Company limited by Shares
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 Services Pvt. Ltd. 17-20, Jafferbhoy Industrial Estate, 1st Floor, Makwana Road, Marol Naka, Andheri(E), Mumbai- 400059 Phone: 022-42270400, 28596060, 28594060 Fax:022-28503748, Email: adroit@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:-

Sr.No	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	71.65%
2	Income from Investment activities	N.A	13.54%
3	Interest Income	N.A	14.82%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sr.No	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY / ASSOCIATE	% of shares held	Applicable Section
NONE					

Shree Tulsi Online.Com Limited

34TH ANNUAL REPORT-2015-16

Annexure A(contd...)

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

(i) Category-wise Share Holding:

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31/03/2015]				No. of Shares held at the end of the year [As on 31/03/2016]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter's									
(1) Indian									
a) Individual/ HUF	2983454	0	2983454	12.77%	2983454	0	2983454	12.77%	0.00%
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	28516	0	28516	0.12%	28516	0	28516	0.12%	28516
f-ii) Director Relatives	961635	0	961635	4.12%	961635	0	961635	4.12%	0.00%
Sub-total (A) (1):-	10554318	0	10554318	45.18%	10554318	0	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	0	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%

Shree Tulsi Online.Com Limited

34TH ANNUAL REPORT-2015-16

Annexure A(contd...)

2. Non-Institutions									
a) Bodies Corp.									
i) Indian	6618985	16050	6635035	28.40%	6515923	16050	6531973	27.96%	-0.44%
ii) Overseas	0	0	0	0.00%	0	0	0	0.00%	0.00%
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 2 lakh (Previous year Rs.1 lakh)	834275	815644	1649919	7.06%	1121450	815644	1937094	8.29%	1.23%
ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh (Previous year Rs.1 lakh)	1794394	2725580	4519974	19.35%	1610330	2725580	4335910	18.56%	-0.79%
c) Others (specify)									
Trusts	3000	0	3000	0.01%	3000	0	3000	0.01%	0.00%
HUFs	0	0	0	0.00%	0	0	0	0.00%	0.00%
NRIs (Non Repat)	300	0	300	0.00%	265	0	265	0.00%	0.00%
NRIs (Repat)	0	0	0	0.00%	0	0	0	0.00%	0.00%
Clearing Members	14	0	14	0.00%	0	0	0	0.00%	0.00%
Sub-total (B)(2):-	9250968	3557274	12808242	54.82%	9250968	3557274	12808242	54.82%	0.00%
Total Public Shareholding (B)=(B)(1)+ (B)(2)	9250968	3557274	12808242	54.82%	9250968	3557274	12808242	54.82%	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)-	19805286	3557274	23362560	100%	19805286	3557274	23362560	100%	0.00%

(ii) Shareholding of Promoter:

Sr.No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding 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	Sunil Exports Private Limited	1938750	8.30%	0.00%	1938750	8.30%	0.00%	0.00%
2	Manjula Jain	1198905	5.13%	0.00%	1198905	5.13%	0.00%	0.00%
3	Rajasthan Horticulture Private Limited	1077088	4.61%	0.00%	1077088	4.61%	0.00%	0.00%
4	Umesh Kumar Thaker	1071269	4.59%	0.00%	1071269	4.59%	0.00%	0.00%
5	Nigania Promoters Private Limited	1032875	4.42%	0.00%	1032875	4.42%	0.00%	0.00%
6	Ashish Bhansali	961635	4.12%	0.00%	961635	4.12%	0.00%	0.00%
7	Jinprabhu Securities Private Limited	900000	3.85%	0.00%	900000	3.85%	0.00%	0.00%
8	Pramukhsoft Technologies Private Limited	852000	3.65%	0.00%	852000	3.65%	0.00%	0.00%
9	Sil Leasing & Industrial Finance (P) Limited	780000	3.34%	0.00%	780000	3.34%	0.00%	0.00%
10	B D Jain	708780	3.03%	0.00%	708780	3.03%	0.00%	0.00%
11	Abhishek Kumar Jain	28516	0.12%	0.00%	28516	0.12%	0.00%	0.00%
12	Kuldeep Rawat	4500	0.02%	0.00%	4500	0.02%	0.00%	0.00%
	Total	10554318	45.18%	0.00%	10554318	45.18%	0.00%	0.00%

Shree Tulsi Online.Com Limited

34TH ANNUAL REPORT-2015-16

Annexure A(contd...)

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

There is no change in promoter's shareholding during F.Y.2015-16.

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

Sr. No.	Name	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1	Religare Finvest Limited	At the beginning of the year	1941005	8.31%	1941005	8.31%
		Decrease in shares (Sale of shares in Open Market)	50000	0.21%	1891005	8.10%
		At the End of the year	1891005	8.10%	1891005	8.10%
2	Zipsy Tie-Up Services Pvt. Ltd.	At the beginning of the year	1406328	6.02%	1406328	6.02%
		Increase in shares (Purchase of shares in Open Market)	5	0.00%	1406333	6.02%
		At the End of the year	1406333	6.02%	1406333	6.02%
3	Sarla Jain	At the beginning of the year	780000	3.34%	780000	3.34%
		Changes during the year	No Changes during the year			
		At the End of the year	780000	3.34%	780000	3.34%
4	Krepton Traders Pvt. Ltd.	At the beginning of the year	682754	2.92%	682754	2.92%
		Changes during the year	No Changes during the year			
		At the End of the year	682754	2.92%	682754	2.92%
5	Bhola Pandit	At the beginning of the year	607500	2.60%	607500	2.60%
		Changes during the year	No Changes during the year			
		At the End of the year	607500	2.60%	607500	2.60%
6	Jai Hind Marmo Pvt. Ltd.	At the beginning of the year	587405	2.51%	587405	2.51%
		Increase in shares (Purchase of shares in Open Market)	5474	0.02%	592879	2.53%
		At the End of the year	592879	2.53%	592879	2.53%
7	Bharati Kanther	At the beginning of the year	508800	2.18%	508800	2.18%
		Changes during the year	No Changes during the year			
		At the End of the year	508800	2.18%	508800	2.18%
8	Affinity Financial Services Pvt. Ltd.	At the beginning of the year	508055	2.17%	508055	2.17%
		Changes during the year	No Changes during the year			
		At the End of the year	508055	2.17%	508055	2.17%
9	Prakash Jain	At the beginning of the year	380100	1.63%	380100	1.63%
		Changes during the year	No Changes during the year			
		At the End of the year	380100	1.63%	380100	1.63%
10	Sangita Jain	At the beginning of the year	360000	1.54%	360000	1.54%
		Changes during the year	No Changes during the year			
		At the End of the year	360000	1.54%	360000	1.54%

Shree Tulsi Online.Com Limited

34TH ANNUAL REPORT-2015-16

Annexure A(contd...)

(v) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Name of the Directors /KMP	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1	Mr. Vinod Kumar Bothra (Whole - Time Director)	At the beginning of the year	-	-	-	-
		Changes during the year	No Changes during the year			
		At the End of the year	-	-	-	-
2	Mr. Abhishek Kumar Jain (Director)	At the beginning of the year	28516	0.12%	28516	0.12%
		Changes during the year	No Changes during the year			
		At the End of the year	28516	0.12%	28516	0.12%
3	Mr. Jyotiaaditya Singha (Director)	At the beginning of the year	-	-	-	-
		Changes during the year	No Changes during the year			
		At the End of the year	-	-	-	-
4	Mr. Netra Bahadur Ranabhat (Director)	At the beginning of the year	-	-	-	-
		Changes during the year	No Changes during the year			
		At the End of the year	-	-	-	-
5	Mrs. Chanderkala Devi Lakhota (Director)	At the beginning of the year	-	-	-	-
		Changes during the year	No Changes during the year			
		At the End of the year	-	-	-	-
6	Mrs. Biresh Kumar Thaker (CFO)	At the beginning of the year	-	-	-	-
		Changes during the year	No Changes during the year			
		At the End of the year	-	-	-	-
7	Mr. Sashi Sekher Chowdhury (CS)	At the beginning of the year	-	-	-	-
		Changes during the year	No Changes during the year			
		At the End of the year	-	-	-	-

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

The Company was not having any secured loans/unsecured loans and deposits during the financial year 2015-16.

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		
Sr.No	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)	336000
	Ceiling as per the Act	As per Schedule V of the Companies Act, 2013

Shree Tulsi Online.Com Limited

34TH ANNUAL REPORT-2015-16

Annexure A(contd...)

B. Remuneration to other directors:

Sr. No	Particulars of Remuneration	Name of Directors				Total Amount (In Rs)
		Abhishek Kumar Jain	Jyotiaaditya Singha	Netra Bahadur Ranabhat	Chanderkala Devi Lakhota	
1	Independent Directors					
	Fee for attending Board Committee Meetings	0	7500	7500	6500	21500
	Commission	0	0	0	0	0
	Others, please specify	0	0	0	0	0
	Total (1)	0	7500	7500	6500	21500
2	Other Non-Executive Directors					
	Fee for attending Board Committee Meetings	7000	0	0	0	7000
	Commission	0	0	0	0	0
	Others, please specify	0	0	0	0	0
	Total (2)	7000	0	0	0	7000
Total (B)=(1+2)		7000	7500	7500	6500	28500
Total Managerial Remuneration		28500				
Overall Ceiling as per the Act		<i>(Sitting Fees paid is within the limits specified under the Companies Act,2013)</i>				

C. Remuneration to key managerial personnel other than MD/Manager/WTD:

Sr.No	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	

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act, 2013	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					

Shree Tulsi Online.Com Limited

34TH ANNUAL REPORT-2015-16

Annexure-B

FORM MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2016

[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 **Shree Tulsi Online.Com Limited** (hereinafter called "The Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the audit period covering the Financial Year ended on March 31, 2016 ("Audit Period") generally complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2016 according to the applicable provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings **(Not applicable to the Company during the Audit Period)**;
- (v) The following Regulations (as amended from time to time) and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The erstwhile Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 notified with effect from May 15 2015 ;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 **(Not applicable to the Company during the Audit Period)**;
 - d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulation, 2014 (effective 28th October, 2014) **(Not applicable to the Company during the Audit Period)**;
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(Not applicable to the Company during the Audit Period)**;
 - f) 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;
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **(Not applicable during the Audit Period)**;
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 **(Not applicable to the Company during Audit Period)**;
 - i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (vi) Other Laws applicable to the Company namely:

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

Shree Tulsi Online.Com Limited

34TH ANNUAL REPORT-2015-16

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

- a) Secretarial Standards issued by 'The Institute of Company Secretaries of India' effective from 01st July, 2015; and
- b) The erstwhile Listing Agreements entered into by the Company with The Calcutta Stock Exchange Limited and BSE Limited and The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 effective from 1st December, 2015.

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

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and a Women Director. The changes in the composition of the Board of Directors 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.

All the decisions at the Board meeting and Committee Meetings are carried out unanimously as recorded in the minutes of the meeting of the Board of Directors or Committee of the Board, as the case may be.

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

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

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

For Veenit Pal & Associates
Company Secretaries

Veenit Pal
(Proprietor)

ACS : 25565
CP : 13149

Place : Mumbai
Date : 19/08/2016

Shree Tulsi Online.Com Limited

34TH ANNUAL REPORT-2015-16

Appendix -1 (Forming Part of Secretarial Audit Report)

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. Wherever required, I have obtained the Management representation about the Compliance of laws, rules, regulations, norms and standards and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, norms and standards is the responsibility of the management. My examination was limited to the verification of procedure 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 Secretaries**

**Veenit Pal
(Proprietor)**

**ACS : 25565
CP : 13149**

**Place : Mumbai
Date : 19/08/2016**

Shree Tulsi Online.Com Limited

34TH ANNUAL REPORT-2015-16

CORPORATE GOVERNANCE

Report on Corporate Governance:

In accordance with Regulation 34(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 read with Schedule V thereof, the details of compliance by the Company with the norms on Corporate Governance are as under:

Company's Philosophy on Code of Governance:

Corporate Governance contains a set of principles, process and systems to be followed by Directors, Management and all Employees of the Company for increasing the shareholders' value, keeping in view interest of other stakeholders. While adhering to the above, the Company is committed to integrity, accountability, transparency and compliance with laws in all dealings with the Government, customers, The Board of Directors appreciates the spirit behind corporate governance code which will bring transparency disclosure and communication

Board of Directors:

As on 31st March, 2016, 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 including a Woman Director. The Chairman of the Board is a Non-Executive Independent Director. The Board of Directors is duly constituted pursuant to the provisions of Section 149 of the Companies Act, 2013 and Regulation 17(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015. 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. The Directors have disclosed to the Company about the committee positions they occupy in other companies and have notified changes as and when they taken place.

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.

Board of Independence:

The Non-Executive Independent Directors fulfill the conditions of independence as specified in Section 149 of Companies Act, 2013 and Rules made there under and Listing Regulation of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015. Further, none of the Independent Director is serving more than seven listed companies. The Company has issued a letter of appointment to all the Independent Directors of the Company.

Board Meeting:

Board Meetings are conducted in accordance with the Rules made under Companies Act, 2013 and as per requirements of Listing Regulation under SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015. The Board meets at regular intervals to discuss and decide on business strategies/policies and review the financial performance of the Company. The Board Meetings are pre scheduled and a tentative annual calendar of the Board is circulated to the Directors in advance to facilitate the Directors to plan their schedules. The Minutes of Board Meetings are also circulated in advance to all Directors and confirmed at subsequent Meetings. The Board reviews the performance of the Company. The important decisions taken at the Board/ Board Committee Meetings are communicated to the concerned department.

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

During the period commencing from 1st April, 2015 and ending on 31st March, 2016, the Board of Directors of your company met on the following dates on 28.05.2015, 11.08.2015, 20.08.2015, 09.11.2015, 09.02.2016 and 30.03.2016.

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

Name of Director	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	6	Yes	2	4
Mr. Netra Bahadur Ranabhat	Non-Executive Independent Director	6	Yes	1	2
Mrs. Chandrakala Devi Lakhotia	Non-Executive Independent Director	6	No	3	4

CORPORATE GOVERNANCE(contd...)

^Directorship in Private Limited is not considered.

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

None of the Non-Executive Independent Directors have any material pecuniary relationship or transaction with Company.

None of the Directors is related to any other Director.

The Board has established procedure to enable the Board to periodically review compliance reports of all laws applicable to the Company, prepared by the Company as well as steps taken by the Company to rectify instances of non - Compliances.

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

Meeting of Independent Director:

As stipulated by the Code of Independent Directors under Listing Regulation of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 aligned with Companies Act, 2013, a separate Meeting of the Independent Directors of the Company was held on 30.03.2016 to review the performance of Non-Independent Directors, Chairman and the Board as whole. The Independent Directors also reviewed the quality, quantity and timeliness of the flow of information between the Management and the Board and it's Committees which is necessary to effectively and reasonably perform and discharge their duties. The Board also carried out evaluation of its various Committees and the Directors expressed their satisfaction with the evaluation process.

Audit Committee:

The Board has constituted a well-qualified Audit Committee. All the four members of the Committee are Non-Executive Directors and three of them are independent Directors including the Chairman. The Chairman of the Committee has in depth knowledge in the areas of Finance and Accounts. The Chairman of the Audit Committee was present at the last Annual General Meeting of the Company .The Audit Committee acts as a link between the Management, the Statutory Auditors and the Board of Directors. The Committee has been meeting as and when required and at least once in every quarter of the Financial Year.

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

The Chairman of the Audit Committee was present at the last Annual General Meeting of the Company. The Audit Committee acts as a link between the Management, the Statutory Auditors and the Board of Directors.

The Audit Committee has met four times during the financial year 2015-2016 and not more than 120 days has elapsed between two such meetings. These meetings were held on 27/05/2015, 10/08/2015, 07/11/2015 and 08/02/2016.

The terms of reference of the Audit Committee broadly cover the areas specified in Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Section 177 of the Companies Act, 2013 and briefly described below:

- I. To oversee the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- II. To Review of the quarterly, half yearly and annual financial results of the Company before submission to the Board;
- III. To Review with the management and statutory auditors, the annual financial statements before submission to the Board;
- IV. To Review the company's financial and risk management policies;
- V. Recommendation for appointment, remuneration and terms of the Statutory Auditors and internal auditor;
- VI. To review the functioning of the Whistle Blower mechanism, in case, the same exists;
- VII. Review of related party transaction;
- VIII. Compliances with accounting standards and change in accounting policies and practices;
- IX. Approval for appointment of CFO;
- X. Discussion with internal auditors of any significant findings and follow up there on;
- XI. To review the functioning of whistle blower mechanism.
- XII. Carrying out any other function as mentioned in the terms of reference of the Audit Committee, as amended from time to time by the Companies Act, 2013 and the Listing Regulation of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Shree Tulsi Online.Com Limited

34TH ANNUAL REPORT-2015-16

CORPORATE GOVERNANCE(contd...)

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	4
Mr. Jyotiraaditya Singha	Non Executive Independent	4
Mr. Abhishek Kumar Jain	Non Executive	4

Nomination and Remuneration Committee:

The Nomination and Remuneration Committee of the Company is constituted in line with the provisions of Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 read with Section 178 of the Companies Act, 2013. During the Financial Year 2015-16 One Nomination and Remuneration Committee Meetings was held on 15/02/2016. 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

Brief about Remuneration Policy:

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

- To identify person who are qualify to become directors and who may be appoint in Senior Management in the board their appoint reappoint and removal;
- To recommend / approve remuneration of whole time director / executive or any director, key managerial personnel and any increase there in from time to time, within the limit approval by the members;
- To recommend /approve remuneration of Non executive Director / independent Director / Executive Director in the form of sitting fees for attending the Meeting of the Board and its Committee and remuneration for other services etc;
- To devise a policy on Board diversity;
- To exercise such other powers as may be delegated to it by the Board from time to time.

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	3,36,000/-.	Nil	3 Year

Stakeholders Relationship Committee:

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

The Stakeholders Relationship Committee comprises of three members of the Committee, who are Non – Executive and Independent Directors. The Committee appointed Mr. Netra Bahadur Ranabhat as a Chairman of the Committee. The Committee has a duly constituted Stakeholders Relationship Committee to specifically look into the mechanism of redressal of investors' grievances and recommend measures for overall improvement in the quality of investor services, including complaints related to transfer of shares, non-receipt of annual report and non-receipt of declared dividends. The Company Secretary has also been authorized by the Board of Directors to expedite the process of transfer / transmission of shares.

Shree Tulsi Online.Com Limited

34TH ANNUAL REPORT-2015-16

CORPORATE GOVERNANCE(contd...)

The details of transfer / transmission of shares are placed before the meeting of the Board of Directors on a regular basis. The Committee oversees the performance of the Registrar and Share Transfer Agents of the Company relating to investor services and recommends measures for improvement. The Committee met two times during the year. The Company has designated an exclusive email investors@shreetulsonline.com for the investors to register their grievances, if any. The Company has also displayed the said email ID on its website for the use of investors.

The total numbers of complaints received and redressed during the year ended 31st March, 2016 were Nil and there was no complaint pending or unattended as on 31st March, 2016.

The composition of the Stakeholders Relationship Committee and details of meeting attended by its members are given below:

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	2

Performance Evaluation:

Pursuant to the provisions of the Companies Act, 2013 and Listing Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, 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 and independence of judgment thereby safeguarding the interest of the Company. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non independent Directors was carried out by the Independent Directors. The Board also carried out annual performance evaluation of the working of its Audit, Nomination and Remuneration as well as Stakeholders Relationship Committee. The Directors expressed their satisfaction with the evaluation process.

Risk Management Committee:

The Risk Management Committee is constituted in line with the provisions of Regulation 21 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015. The Board of Directors of the Company at their Meeting held on 15th February, 2016 constituted a Risk Management Committee of the Board comprising of Mr. Netra Bahadur Ranabhat, Mr. Jyotiraaditya Singha and Mr. Abhishek Kumar Jain. Mr. Netra Bahadur Ranabhat elected Chairman of the Committee. It has formed a Risk Management Committee to frame, implement and monitor the risk management plan of the company.

During the year, one Meeting of the Risk Management Committee was held. The Composition of the Risk Management Committee and details of the Meetings attended by its members are given below.

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

General Body Meeting:

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

Year	AGM / EGM	Date	Day	Time	Time
2014 - 2015	AGM	28/09/2015	Monday	4:30 P.M.	02,VIP Hotel, VIP Road, Kaikhali Kolkata- 700052
2013 - 2014	AGM	25/08/2014	Monday	4:30 P.M.	02,VIP Hotel, VIP Road, Kaikhali Kolkata- 700052
2012 - 2013	AGM	02/09/2013	Monday	3:00 P.M.	02,VIP Hotel, VIP Road, Kaikhali Kolkata- 700052

CORPORATE GOVERNANCE(contd...)

During the year under review, no Special Resolution was passed by the Members through Postal Ballots. In the Annual General Meeting held on 28th September, 2015, all the resolutions were adopted through Postal Ballot or by electronic voting. The members have the options to vote either by physical ballot or e- voting.

Prevention of Insider Trading:

The Company has adopted an insider trading policy regulate monitor and report trading by insider under the SEBI (Prohibition of Insider Trading) Regulation, 2015. The policy also include practicing and Procedures for fair disclosure of unpublished price sensitive information initial and continual disclosure to identified designated employee and the Board receives the policy on a need basis. The Company Secretary cum Compliance is responsible for implementation of the Code.

Code of Conduct:

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

Disclosure:

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

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

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

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

The Company does not have any subsidiary.

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

Secretarial Audit:

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

Management Discussion and Analysis Report:

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

Shree Tulsi Online.Com Limited

34TH ANNUAL REPORT-2015-16

CORPORATE GOVERNANCE(contd...)

Means of Communication:

The quarterly / half yearly and audited financial results of the Company are published in leading English/Bengali (regional) newspapers. The quarterly results as well as the proceedings of the AGM / EGM are submitted to The Calcutta Stock Exchange Limited and BSE Limited immediately after conclusion of the respective Meeting.

The Company is in compliance with the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 pertaining to the intimation of notice of Board Meeting, publication of notice and results, outcome of the Meeting etc. The information is also made available to the investors on the Company website, www.shreetulsonline.com.

Share Transfer System:

Shares of the Company are compulsorily traded in demat mode. Shares in physical mode which are lodged for transfer with Transfer Agent, i.e., M/s. Adroit Corporate Services Private Limited, Mumbai, at the above addresses are processed within 15 days from the date of receipt, if the documents are complete in all respects the share certificates are returned to the investors within the prescribed time.

Dematerialisation of Shares:

84.77% (approx) of Total Equity Share Capital is held in dematerialization form with NSDL & CDSL as at 31st March, 2016. Members can hold shares in electronic form and trade the same in Depository System. However they may hold in same in physical form also.

Income Tax Pan Mandatory for Transfer of Securities:

As per Regulation 40(7) read with Schedule VII of the Listing Regulations, for registration of transfer of securities, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN card to the listed entity for registration of transfer of securities.

General Share Holder Information:

a)	Company Secretary cum Compliance Officer	...	Mr. Sashi Sekhor Chowdhury 4, N.S.Road, 1st Floor Kolkata - 700 001 Phone: 033 - 22624717
b)	Annual General Meeting.		
i)	Date & Time	...	Monday 26 th September, 2016 at 11:30 A.M.
ii)	Venue	...	O2, VIP Hotel, VIP Road, Kaikhali Kolkata- 700052
c)	Financial Calendar	...	1 st April to 31 st 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	...	20/09/2016 to 26/09/2016
e)	Listing on Stock Exchanges	...	The Calcutta Stock Exchange Limited BSE Limited Listing fees have been paid to CSE for the F.Y 2016-17
f)	Stock Code	...	10025061 (CSE), 590128 (BSE)
g)	Demat ISIN in NSDL & CDSL for equity shares	...	INE130D01037

Shree Tulsi Online.Com Limited

34TH ANNUAL REPORT-2015-16

CORPORATE GOVERNANCE(contd...)

- 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. 2015-16

j) Market Price data high, low, volume, during each month in last financial year is given below of BSE Limited.

Months	High (Rs.)	Low (Rs.)	Volume (No. of Shares)
April- 2015	14.75	14.75	0
May- 2015	15.48	11.43	72060
June-2015	12.05	11.40	50247
July-2015	12.05	9.31	197
August- 2015	10.00	8.54	622
September-2015	10.20	8.84	46118
October-2015	11.00	8.11	32114
November-2015	12.15	8.56	9581
December- 2015	15.70	12.64	208
January-2016	15.70	15.70	11
February-2016	20.40	16.45	635
March-2016	24.70	20.90	65

Note: There has been no trade at The Calcutta Stock Exchange Ltd.

Whole Time Director /CFO Declaration:

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

Distribution of Shareholdings:

Categories of Shareholders as on 31/03/2016

Category	No. of Shareholders	No. of Shares	% of Equity Capital
Promoters Group	12	10554318	45.18
Other Bodies Corporate	115	6531973	27.96
Individual / Others	1,699	6276269	26.86
Total	1,826	23362560	100.00

Distribution of Shareholdings as on 31/03/2016

No. of Equity Share held	No. of Shareholders	% of Shareholders	No. of Shares	% of Shares
Upto- 500	761	41.68	208868	0.89
501 - 1000	565	30.94	442818	1.90
1001 - 2000	185	10.13	259491	1.11
2001 - 3000	77	4.22	187648	0.80
3001 - 4000	38	2.08	136149	0.58
4001 - 5000	25	1.37	115165	0.49
5001 - 10000	91	4.98	647116	2.77
10001 & Above	84	4.60	21365305	91.45
Total	1826	100.00	23362560	100.00

Shree Tulsi Online.Com Limited

34TH ANNUAL REPORT-2015-16

CORPORATE GOVERNANCE(contd...)

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

Declaration Code of conduct:

This is to confirm that the Company has adopted a Code of Conduct for the members of the Board and the Senior Management Personnel in compliance with Listing Regulations 26(3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015, aligned with Companies Act, 2013. I hereby confirm that the Board and the Senior Management Personnel of the Company have complied with the Code of Conduct in respect of the financial year ended 31.03.2016.

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

**Place : Kolkata
Date : 22/08/2016**

**Vinod Kumar Bothra
(Whole Time Director)
(DIN No. 00780848)**

Shree Tulsi Online.Com Limited

34TH ANNUAL REPORT-2015-16

Whole Time Director /CFO Certification

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

We have reviewed the financial statements and the cash flow statement of Shree Tulsi Online.Com Limited for the year ended 31st March, 2016 and that to the best of our knowledge and belief, we state that:

- (1) (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that may be misleading;
- (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.
- (2) There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or in violation of the Company's Code of Conduct.
- (3) We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting.

We have not come across and are not aware of any reportable deficiencies in the design or operation of such internal controls.
- (4) We have indicated to the Auditors and the Audit Committee:
 - (i) that there are no significant changes in internal control over financial reporting during the year;
 - (ii) that there are no significant changes in accounting policies during the year; and
 - (iii) that there are no instances of significant fraud of which we have become aware.

For Shree Tulsi Online.Com Limited

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

Biresh Kumar Thaker
(Chief Financial Officer)

Place : Kolkata
Date : 22/08/2016

Shree Tulsi Online.Com Limited

34TH ANNUAL REPORT-2015-16

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

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

We have examined the compliance of conditions of Corporate Governance by Shree Tulsi Online.Com Limited ("the Company") for the year ended on 31st March, 2016, as stipulated in Clause No.49 of the Listing Agreement entered with the stock exchange(s) for the period 1st April 2015 to 30th November 2015 and as per the relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the period 1st December 2015 to 31st March 2016.

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

In our opinion and to the best of our information and according to the explanations given to us and based on the representations made by the Directors and the Management, we certify that the Company has generally complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Agreement / SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to the extent possible and as applicable to it.

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

**For Mohindra Arora & Co.
(Chartered Accountants)
(Firm Regn No : 006551N)**

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

**Place : Mumbai
Date : 22/08/2016**

Shree Tulsi Online.Com Limited

34TH ANNUAL REPORT-2015-16

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

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

Market Environment:

The integration of the domestic economy through the twin channels of trade and capital flows has accelerated in the past two decades which in turn led to the Indian economy growing from Rs 32 trillion (US\$ 474.37 billion) in 2004 to about Rs 129.57 trillion (US\$ 1.92 trillion) by 2015. Simultaneously, the per capita income also nearly trebled during these 11 years. India's trade and external sector had a significant impact on the GDP growth as well as expansion in per capita income. Agriculture plays a vital role in India's economy. Over 58 per cent of the rural households depend on agriculture as their principal means of livelihood. Agriculture, along with fisheries and forestry, is one of the largest contributors to the Gross Domestic Product (GDP).

Over the recent past, multiple factors have worked together to facilitate growth in the agriculture sector in India. These include growth in household income and consumption, expansion in the food processing sector and increase in agricultural exports. Rising private participation in Indian agriculture, growing organic farming and use of information technology are some of the key trends in the agriculture industry.

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.

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

Review of Operation:

The management of Shree Tulsi Online.Com Limited presents the analysis of performance of the Company for the Financial Year 2015-2016 and its outlook for the future. This outlook is based on assessment of the current business environment. It may vary due to future economic and other developments. The Company operates mainly in Indian Market. The Company has managed to maintain a growth trajectory in its financial performance in the current year.

During the year under review, the Company achieved the total revenue of Rs.99,28,553/-.

Business Segment:

During the year, the Company is into the business of trading in agriculture commodities and its allied products and also dealing other concern activities. The Company operates mainly in Indian Market.

Opportunities:

Over the recent past, multiple factors have worked together to facilitate growth in the agriculture sector in India. These include growth in household income and consumption, expansion in the food processing sector and increase in agricultural exports. Rising private participation in Indian agriculture, growing organic farming and using information technology are some of the key trends in the agriculture industry.

Several players have invested in the agricultural sector in India, mainly driven by the government's initiatives and schemes.

Given the importance of the agriculture sector, the Government of India, in its Budget 2015-16, planned several steps for the sustainable development of agriculture. The government has already taken steps to address two major factors (soil and water) critical to improve agriculture production. Steps have been taken to improve soil fertility on a sustainable basis through the soil health card scheme and to support the organic farming scheme 'Paramparagat Krishi Vikas Yojana'. Other steps include improved access to irrigation through 'Pradhanmantri Gram Sinchai Yojana'; enhanced water efficiency through 'Per Drop More Crop'; continued support to MGNREGA and the creation of a unified national agriculture market to boost the incomes of farmers.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT (contd...)

Threats, Risk and Concern:

Risk Economic and market conditions can adversely affect the performance of the company. In particular, the decline in the performance of the global and Indian economies as a result of the economic downturn can reduce demand. Commodity futures and derivatives market have a crucial role to play in the price risk management process, especially in agriculture. However, they have been utilized in a very limited scale in India. The production, supply and distribution of many agricultural commodities are controlled by the government and only forwards and futures trading are permitted in certain commodity items.

Commodity futures and derivatives market have a crucial role to play in the price risk management process, especially in agriculture. However, they have been utilized in a very limited scale in India.

Agricultural Commodity futures are market-based instruments for managing risks and they help in orderly establishment of efficient agricultural markets. Future markets are used to hedge commodity price risks.

They also serve as a low cost, highly efficient and transparent mechanism for discovering prices in the future by providing a forum for exchanging information about supply and demand conditions.

The hedging and price discovery functions of future markets promote more efficient production, storage, marketing and agro-processing operations and help in improvement in overall agricultural marketing performance.

Internal Control Systems and their adequacy:

The Company has adequate internal control procedure commensurate with its size and nature of the business. The internal control system is supplemented by extensive internal audit's regular review by the management and well documented policies and guidelines to ensure reliability of financial and all other records to prepare financial statement and other data. Moreover, the Company continuously upgrades these systems in line with best accounting practices. The Company has an independent audit system to monitor the entire operation and the Audit Committee of the Board reviews the findings and recommendation of the internal auditors.

Human Resources :

The Company strongly believes that the growth of the organization can be sustained through the continuous development of its people who contribute to the business success. Today the Company is proud of its performance driven team. It is the strategy of the leadership team and the execution skills of our people that will take the organization to greater heights. The Company regards its human resources as amongst its most valuable assets and proactively reviews policies and process by creating an environment that encourages initiative, provides challenges and opportunities and recognizes the performance and potential of its employees. The Company has been taking initiatives for harnessing the inherent strength of its employees and for continuous improvement in work culture and operating & maintenance practices.

Disclosure of Accounting Treatment:

In preparation of its financial statement no accounting treatment different from that prescribed in the Accounting Standard has been followed.

Cautionary Statements:

The statement in the Directors' Report and Management Discussion and Analysis describing the Company's objectives, projections, estimates and expectations may be forward-looking statements within the meaning, if applicable, of Securities Laws and Regulations.

Shree Tulsi Online.Com Limited

34TH ANNUAL REPORT-2015-16

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, 2016, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements:

The Company's 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 of 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. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by 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, of the state of affairs of the Company as at 31st March, 2016, and its profit and its cash flows for the year ended on that date.

Shree Tulsi Online.Com Limited

34TH ANNUAL REPORT-2015-16

INDEPENDENT AUDITORS' REPORT(contd...)

Report on Other Legal and Regulatory Requirements:

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the "Annexure A", a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, 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 written representations received from the directors as on 31st March, 2016, taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2016, from being appointed as a director in terms of Section 164(2) of the Act.
 - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B".
 - g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its 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
(Firm Regn No : 006551N)**

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

**Place :: Mumbai
Date :: 26/05/2016**

"ANNEXURE A" TO THE INDEPENDENT AUDITORS' REPORT

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

- (i) In respect of its fixed assets:
- (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
- (b) As explained to us, the Fixed assets have been physically verified by the management at reasonable intervals. No material discrepancies were noticed on such physical verification.
- (c) According to the information and explanations given to us, there are no immovable properties owned by the Company under Fixed Assets. Accordingly, paragraph 3 (i) (c) of the Order is not applicable to the Company.
- (ii) As explained to us, Inventories have been physically verified by the Management at reasonable intervals. In our opinion, the frequency of verification is reasonable. No material discrepancies were noticed on such physical verification.
- (iii) The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Companies Act, 2013. Accordingly, clauses 3 (iii) (a) to (C) of paragraph 3 of the Order are not applicable to the Company.
- (iv) According to the information and explanations given to us, the Company has not directly or indirectly advanced loan to the persons covered under Section 185 of the Companies Act, 2013 or given guarantees or securities in connection with the loan taken by such persons. The Company has complied with the provisions of Section 186 of the Act, in respect of investments made and long term loans and advances given to other parties, outstanding at the year- end , except that such advances are given interest free.
- (v) In our opinion and according to the information and explanations given to us, the company has not accepted any deposits from the public, in terms of the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed thereunder.
- (vi) As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013 in respect of the activities carried on by the company.
- (vii) In respect of its statutory dues:
- (a) According to the information and explanations given to us and based on our examination of the records of the Company, the Company is generally regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues, as applicable to the Company with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid statutory dues ,were outstanding as 31st March, 2016 for a period of more than six months from the date they became payable.
- (b) According to the records of the Company, there are no dues of sales tax or service tax or duty of customs or duty of excise or value added tax which have not been deposited on account of any dispute other than the Income Tax . According to the Information and explanations given to us, the dues in respect of Income Tax that has not been deposited with appropriate authorities on account of dispute and the forum where the disputes are pending are given below :

Name of the Statute	Nature of Dues	Period to which it relates	Amount in Rs.	Forum where dispute is pending
Income Tax Act, 1961	Income Tax	A.Y. : 2012-2013	15,23,656/-	ITO

- (viii) The Company has not raised loans from financial institutions or banks or government or by issue of debentures. Accordingly, paragraph 3 (viii) of the Order is not applicable to the Company.

Shree Tulsi Online.Com Limited

34TH ANNUAL REPORT-2015-16

"ANNEXURE A" TO THE INDEPENDENT AUDITORS' REPORT(contd...)

- (ix) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable to the Company.
- (x) According to the information and explanations given to us, no fraud by the Company or no fraud on the Company by its officers or employees has been noticed or reported during the year.
- (xi) According to the information and explanations given to us, managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of the Section 197 read with Schedule V to the Companies Act, 2013.
- (xii) In our Opinion, the company is not a Nidhi company. Accordingly, paragraph 3 (xii) of the Order is not applicable to the Company.
- (xiii) According to the information and explanations given to us, during the year under review, the Company has not entered into any transaction with Related Parties that require approval under Section 177 and Section 188 of the Companies Act, 2013 and the rules made thereunder. Accordingly, paragraph 3(xiii) of the Order is not applicable to the Company.
- (xiv) During the year under review the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures. Accordingly, paragraph 3(xiv) of the Order is not applicable to the Company.
- (xv) According to the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with them and covered under Section 192 of the Companies Act, 2013. Accordingly, paragraph 3(xv) of the Order is not applicable to the Company.
- (xvi) According to the information and explanations given to us, the Company is not required to be registered under Section 45- IA of the Reserve Bank of India Act, 1934.

For Mohindra Arora & Co.
Chartered Accountants
(Firm Regn No : 006551N)

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

Place :: Mumbai
Date :: 26/05/2016

"ANNEXURE B" TO THE INDEPENDENT AUDITORS' REPORT

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

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Shree Tulsi Online.Com Limited ("the Company") as of 31st March, 2016 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls:

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

Auditor's Responsibility:

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

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

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

Meaning of Internal Financial Controls over Financial Reporting:

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Shree Tulsi Online.Com Limited

34TH ANNUAL REPORT-2015-16

"ANNEXURE B" TO THE INDEPENDENT AUDITORS' REPORT(contd...)

Inherent Limitations of Internal Financial Controls over Financial Reporting:

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

Opinion:

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For Mohindra Arora & Co.
Chartered Accountants
(Firm Regn No : 006551N)**

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

**Place :: Mumbai
Date :: 26/05/2016**

Shree Tulsi Online.Com Limited

34TH ANNUAL REPORT-2015-16

Balance Sheet as at 31st March, 2016

Particulars		Note No.	As at 31st March, 2016	As at 31st March, 2015
			Amt in Rs.	Amt in Rs.
A	EQUITY AND LIABILITIES			
1	Shareholders' Funds			
	(a) Share Capital	2	2336,25,600	2336,25,600
	(b) Reserves and Surplus	3	767,96,054	767,37,706
			3104,21,654	3103,63,306
2	Current Liabilities			
	(a) Other Current Liabilities	4	2,74,725	2,70,734
	(b) Short-Term Provisions	5	8,61,000	8,44,972
			11,35,725	11,15,706
	TOTAL		3115,57,379	3114,79,012
B	ASSETS			
1	Non-Current Assets			
	(a) Fixed Assets			
	(i) Tangible Assets	6	290,32,013	296,22,468
	(b) Non-Current Investments	7	267,42,742	399,49,742
	(c) Deferred Tax Assets		7,59,307	7,75,419
	(d) Long-Term Loans and Advances	8	1283,19,839	1070,42,551
	(e) Other Non Current Assets	9	1255,74,731	1313,17,732
			3104,28,632	3087,07,912
2	Current Assets			
	(a) Trade Receivables	10	-	22,00,106
	(b) Cash and Cash Equivalents	11	10,96,897	5,70,995
	(c) Other Current Assets	12	31,850	-
			11,28,747	27,71,101
	TOTAL		3115,57,379	3114,79,012
Significant Accounting Policies		1		
Notes to the Financial Statements		2 to 19		
As per our report of even date attached For Mohindra Arora & Co. Chartered Accountants (Firm Regn No : 006551N)			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) (DIN :00780848)	Abhishek Kumar Jain (Director) (DIN:00054582)
Place : Mumbai Date : 26/05/2016			Biresh Kumar Thaker (Chief Financial Officer)	Sashi Sekhor Chowdhury (Company Secretary)

Shree Tulsi Online.Com Limited

34TH ANNUAL REPORT-2015-16

Statement of Profit and Loss for the year ended 31st March, 2016

Particulars		Note No.	For the year ended	For the year ended
			31st March, 2016	31st March, 2015
			Amt in Rs.	Amt in Rs.
I	Revenue from Operations	13	7,113,320	10,183,079
II	Other income	14	2,815,233	872,850
III	Total revenue (I+II)		9,928,553	11,055,929
IV.	Expenses:-			
	Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	15	-	-
	Employee Benefits Expenses	16	2,465,321	2,535,901
	Depreciation and Amortisation Expenses	17	707,655	1,997,106
	Other Expenses	18	3,401,952	4,808,301
	Total Expenses		6,574,928	9,341,308
V	Profit before tax (III-IV)		3,353,625	1,714,621
VI	Tax Expenses:			
	(1) Current Tax		861,000	400,000
	(2) Deferred tax		16,112	-356,614
	(3) Tax in respect of earlier years		2,418,165	1,594,146
			3,295,277	1,637,532
VII	Profit for the Period(V-VI)		58,348	77,089
VIII	Earnings per Equity Share (FV of Re.10/- each)			
	(a) Basic		0.00	0.00
	(b) Diluted		0.00	0.00
Significant Accounting Polices		1		
Notes to the Financial Statements		2 to 19		
As per our report of even date attached For Mohindra Arora & Co. Chartered Accountants (Firm Regn No : 006551N)			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) (DIN :00780848)	Abhishek Kumar Jain (Director) (DIN:00054582)
Place : Mumbai Date : 26/05/2016			Biresh Kumar Thaker (Chief Financial Officer)	Sashi Sekhor Chowdhury (Company Secretary)

Shree Tulsi Online.Com Limited

34TH ANNUAL REPORT-2015-16

Cash Flow Statement for the year ended 31st March, 2016

PARTICULARS		For the year ended 31st March, 2016	For the year ended 31st March, 2015
		Amt in Rs.	Amt in Rs.
(A)	Cash Flow From Operating Activities		
	Net Profit before Tax	33,53,625	17,14,621
	Adjustments for :-		
	Miscellaneous Income	0	8,72,850
	Interest Income	14,71,233	0
	Profit on Sale of Investments	13,44,000	0
	Depreciation and Amortisation Expenses	7,07,655	19,97,106
	Operating Profit Before Working Capital Changes	12,46,047	28,38,877
	Adjustments for :-		
	Long Term Loans & Advances	-212,77,288	26,69,826
	Other Non Current Assets	57,43,001	-55,86,263
	Trade Receivables	22,00,106	-6,15,937
	Other Current Liabilities	3,991	-58,816
	Other Current Assets	-31,850	0
	Cash Generated From Operations	-121,15,993	-7,52,313
	Payment of Tax	-32,63,138	-15,94,146
	Net Cash Out Flow From Operating Activities (A)	-153,79,131	-23,46,459
(B)	Cash Flow From Investing Activities		
	Sale of Investments	168,00,000	
	Purchases of Investments	-35,93,000	-412
	Profit on Sale of Investments	13,44,000	
	Purchases of Fixed Assets	-1,17,200	0
	Misc. Income	0	8,72,850
	Net Cash Inflow From Investing Activities (B)	144,33,800	8,72,438
(C)	Cash Flow From Financing Activities		
	Interest Income	14,71,233	0
	Net Cash Inflow From Financing Activities (C)	14,71,233	0
	Net Increase /(Decrease) in Cash & Cash Equivalents (A+B+C)	5,25,902	-14,74,021
	Cash & Cash Equivalents as at the beginning of the year	5,70,995	20,45,016
	Cash & Cash Equivalents as at the end of the year	10,96,897	5,70,995

As per our report of even date attached
For Mohindra Arora & Co.
Chartered Accountants
(Firm Regn No : 006551N)

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)
(DIN :00780848)

Abhishek Kumar Jain
(Director)
(DIN:00054582)

Place : Mumbai
Date : 26/05/2016

Biresh Kumar Thaker
(Chief Financial Officer)

Sashi Sekhor Chowdhury
(Company Secretary)

Notes to the Financial Statements for year ended 31st March, 2016

Note: - 1

Significant Accounting Policies:

A. Basis for preparation of Accounts:

- The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the applicable mandatory Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013 ("the Act"), as applicable.
- The financial statements have been prepared on accrual basis under the historical cost convention and ongoing concern concept, unless otherwise stated.
- The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.
- Based on the nature of the activities of the Company and the normal time between acquisition of assets and their realization in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.
- All Expenses, Revenue from Operations and Other Income are accounted for on Accrual basis.

B. Use of Estimates:

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

C. Tangible Fixed Assets and Depreciation on Tangible Fixed Assets:

- Tangible Fixed Assets are stated at cost less accumulated depreciation and impairment in value, if any. Costs comprised acquisition price or construction cost and other attributable costs, if any for bringing the assets to its intended use.
- 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.

D. 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.

E. Investments:

- Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long term investments.
- Long Term Investments are valued at Cost unless stated otherwise. 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.
- Current Investments are carried at lower of cost and fair value.

Notes to the Financial Statements for year ended 31st March, 2016

Note: - 1

Significant Accounting Policies:

F. Provision for Current and Deferred Tax:

Tax expense comprises Current tax and Deferred tax.

- 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.
- 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.
- 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.
- 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.

G. Employee Benefits:

- All employee benefits falling due wholly within twelve months of rendering the service are recognized in the period in which employee renders the related service and charged to the Statement of Profit & Loss.
- Since numbers of employee employed by the company for any part of the year or throughout the year were within the prescribed threshold limit of the relevant statute relating to Employees, hence, the provisions of Employees' Provident Funds and Miscellaneous Provisions Act, Payment of Bonus Act, Employees' State Insurance Act, Payment of Gratuity Act, 1972 and all other allied Labour Acts or laws or any other rules and regulations relating to Employees are not applicable to the company.
- The employees employed by the Company during the year under review or part of the year have not completed continuous service period of 5 years and there is not any un-availed/unutilized leave of any employees working with the company at the year end. As such they are not entitled for Gratuity, Leave encashment and Other Retirement benefits. Accordingly, no provision is required to be made in respect of the retirement benefits. Also, No such payment of any retirement benefits have been made during the year.

H. Cash Flow Statement:

Cash flows are reported using the indirect method set out in Accounting Standard-3 (AS-3) on Cash Flow Statements, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated. Cash and cash equivalents presented in the Cash Flow Statement consist of cash on hand and balances in Current Accounts with Banks.

I. Impairment of Assets:

- 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.
- 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.
- In the opinion of the management, there is no impairment of assets as on Balance Sheet date.

Notes to the Financial Statements for year ended 31st March, 2016

Note: - 1

Significant Accounting Policies:

J. Provisions, Contingent Liabilities and Contingent Assets:

- 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.
- In the opinion of the management, there are no contingent liabilities as on Balance Sheet date other than mentioned in Note no 19 in respect of Income Tax matter and nor any events occurred after the Balance Sheet date that affects the financial position of the Company.

Shree Tulsi Online.Com Limited

34TH ANNUAL REPORT-2015-16

Notes to the Financial Statements for year ended 31st March,2016

Particulars	As at 31st March, 2016	As at 31st March, 2015
	Amt in Rs.	Amt in Rs.
NOTE :-2		
SHARE CAPITAL		
AUTHORISED		
23,500,000 Equity Shares of Rs. 10/- each	2350,00,000	2350,00,000
ISSUED, SUBSCRIBED & FULLY PAID UP	2336,25,600.00	2336,25,600.00
23,362,560 (P.Y: 23,362,560)Equity Shares of Rs.10/- each fully paid-up.		
TOTAL	2336,25,600	2336,25,600
<i>Notes to Share Capital</i>		
(i) Reconciliation of the Equity shares outstanding at the beginning and at the end of the reporting period :		
Equity shares outstanding at the Beginning of the year		
-Number of shares	233,62,560	233,62,560
-Amount	2336,25,600	2336,25,600
Equity shares outstanding at the End of the year		
-Number of shares	233,62,560	233,62,560
-Amount	2336,25,600	2336,25,600
(ii) Terms / rights attached to Equity shares		
The Company has only one class of equity shares having a par value of Rs.10/- per share. Each equity shareholder is entitled to one vote per share. The Company 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%

Notes to the Financial Statements for year ended 31st March,2016

Particulars	As at 31st March, 2016	As at 31st March, 2015
	Amt in Rs.	Amt in Rs.
NOTE :-3		
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	571,11,081	579,93,502
Less :: Additional Depreciation on account of transitional provision of Schedule II to the Companies Act, 2013	-	9,59,509
Add :: Profit for the year	58,348	77,088
Closing Balance	571,69,429	571,11,081
TOTAL	767,96,054	767,37,706
NOTE :-4		
OTHER CURRENT LIABILITES		
Audit Fees Payable	74,425	73,034
Other Expenses Payable	2,00,300	1,97,700
TOTAL	2,74,725	2,70,734
NOTE :-5		
SHORT TERM PROVISIONS		
Provision for Taxation	8,61,000	8,44,972
TOTAL	8,61,000	8,44,972

Shree Tulsi Online.Com Limited

34TH ANNUAL REPORT-2015-16

Notes to the Financial Statements for year ended 31st March,2016

NOTE :-6

FIXED ASSETS

Amt in Rs.

TANGIBLE ASSETS	GROSS BLOCK			DEPRECIATION				NET BLOCK	
	As At 1st April,2015	Additions/ Deductions	As At 31st March,2016	As At 1st April,2015	For the Year	Transition Adjustment	As At 31st March,2016	As At 31st March,2016	As At 31st March,2015
Plant & Equipment's	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	64,08,385	5,07,424	-	69,15,809	11,34,386	16,41,810
Office Equipment's	53,87,612	-	53,87,612	49,62,832	1,55,400	-	51,18,232	2,69,380	4,24,780
Computers -End Uses Devices		1,17,200	1,17,200		44,831		44,831	72,369	
TOTAL	510,62,304	1,17,200	511,79,504	214,39,836	7,07,655	-	221,02,660	290,32,013	296,22,468
Previous Year	510,62,304	-	510,62,304	184,83,221	19,97,106	9,59,509	214,39,836	296,22,468	-

Shree Tulsi Online.Com Limited

34TH ANNUAL REPORT-2015-16

Notes to the Financial Statements for year ended 31st March,2016

Particulars	As at 31st March, 2016	As at 31st March, 2015
	Amt in Rs.	Amt in Rs.
NOTE :-7		
NON-CURRENT INVESTMENTS		
Trade investments (Long Term, Valued at cost unless stated otherwise)		
Quoted Investment in Equity instruments of other Companies		
359,300 (P.Y: NIL) Equity shares of Likhmi Consulting Ltd of Rs. 10/- each, fully paid-up	35,93,000	-
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: 320,956) Equity shares of T.Spiritual World Ltd of Rs. 10/- each, fully paid-up	72,05,824	72,05,824
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
Unquoted Investment in Equity instruments of other Companies		
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
Unquoted Investment in Units of Mutual Funds		
NIL (P.Y:28,00,000) Units of Arihant Mangal(Growth Scheme)	-	168,00,000
TOTAL	267,42,742	399,49,742
Aggregate amount of Quoted Investment		
- Cost	254,83,742	218,90,742
- Market Value	N.A	N.A
Aggregate amount of Unquoted Investment	12,50,000	180,50,000
NOTE :-8		
LONG TERM LOANS AND ADVANCES (Unsecured, Considered good for recovery by the Management)		
Others	1283,19,839	1070,42,551
TOTAL	1283,19,839	1070,42,551
NOTE :-9		
OTHER NON -CURRENT ASSETS (Unsecured, Considered good for recovery by the Management)		
Long Term Trade Receivables	732,19,395	789,62,396
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	1255,74,731	1313,17,732

Shree Tulsi Online.Com Limited**34TH ANNUAL REPORT-2015-16**

Notes to the Financial Statements for year ended 31st March,2016

Particulars	As at 31st March, 2016	As at 31st March, 2015
	Amt in Rs.	Amt in Rs.
NOTE :-10		
TRADE RECEIVABLES (Unsecured, Considered good)		
Others	-	22,00,106
TOTAL	-	22,00,106
NOTE :-11		
CASH AND CASH EQUIVALENTS (As Certified by the Management)		
Balance with Banks -In Current Accounts	3,27,895	1,77,286
Cash on Hand	7,69,002	3,93,709
TOTAL	10,96,897	5,70,995
NOTE :-12		
OTHER CURRENT ASSETS (Unsecured, Considered good)		
TDS Receivable	31,850	-
TOTAL	31,850	-

Shree Tulsi Online.Com Limited

34TH ANNUAL REPORT-2015-16

Notes to the Financial Statements for year ended 31st March,2016

Particulars	For the year ended 31st March, 2016	For the year ended 31st March, 2015
	Amt in Rs.	Amt in Rs.
NOTE :-13		
REVENUE FROM OPERATION(GROSS)		
Sale/Income from Trading in Agricultural Commodities and its allied products	71,13,320	101,83,079
TOTAL	71,13,320	101,83,079
NOTE :-14		
OTHER INCOME		
Profit on Sale of Investments	13,44,000	-
Interest Income (TDS Rs.31850/-P.Y Rs.NIL)	14,71,233	
Miscellaneous Income	-	8,72,850
TOTAL	28,15,233	8,72,850
NOTE :-15		
CHANGES IN INVENTORIES OF FINISHED GOODS, WORK -IN PROGRESS AND STOCK -IN TRADE		
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	523,55,336
	523,55,336	523,55,336
NET	-	-
NOTE :-16		
EMPLOYEE BENEFITS EXPENSES		
Salaries and Wages	22,39,295	22,71,266
Staff Welfare Expenses	2,26,026	2,64,635
TOTAL	24,65,321	25,35,901

Shree Tulsi Online.Com Limited

34TH ANNUAL REPORT-2015-16

Notes to the Financial Statements for year ended 31st March,2016

Particulars	For the year ended 31st March, 2016	For the year ended 31st March, 2015
	Amt in Rs.	Amt in Rs.
NOTE :-17		
DEPRECIATION AND AMORTISATION EXPENSES		
Depreciation and amortisation for the year on tangible assets	7,07,655	19,97,106
TOTAL	7,07,655	19,97,106
NOTE :-18		
OTHER EXPENSES		
Advertisement Expenses	87,166	1,19,819
AGM Expenses	37,807	38,970
Auditors Remuneration	74,425	73,034
Bank Charges	283	281
Conveyance & Travelling	4,61,641	5,25,191
Directors Remuneration	3,36,000	3,28,000
Directors Sitting Fees	28,500	20,000
Filing Fees	24,600	40,200
General Expenses	5,68,826	5,16,238
Listing Fees	29,495	1,22,589
Postage & Courier	1,33,506	3,27,772
Printing & Stationary	2,42,013	4,33,955
Professional Fees	5,25,200	7,64,500
R&T and Dmat Charges	2,15,368	1,56,017
Rent	1,80,000	2,28,000
Repairs & Maintenance	3,40,694	3,50,523
Selling & Distribution Expenses	-	6,07,143
Telephone Expenses	1,16,428	1,56,069
TOTAL	34,01,952	48,08,301

Shree Tulsi Online.Com Limited

34TH ANNUAL REPORT-2015-16

Notes to the Financial Statements for year ended 31st March, 2016

Note: - 19

Other Notes to the Accounts:

- During the financial year 2015-16, there are not any transactions with any suppliers /parties who are covered under 'The Micro Small and Medium Enterprises Development Act, 2006'.
- There were no contracts or arrangements made with related parties during the year under review.
- 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.
- 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, an amount of Rs.959,509/- 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 as at 31.03.2015.
- **Payment to Auditors (Including Service Tax)**

Particulars	2015-16	2014-15
(A) Statutory Audit Fees	57,270	56,180
(B) Tax Audit Fees	5,725	5,618
(C) Certification Fees	11,450	11,236
Total	74,425	73,034

- Additional Information as required under paragraph 5 of Part II of Schedule III to the Companies Act, 2013 to the extent either "NIL" or "Not Applicable" has not been furnished except payment to the Auditors.
- Contingent liability has not been provided for in respect of Income Tax matters amounting to Rs. 15,23,656/-. The concern matters are under appeal with appropriate authorities on account of dispute raised by Income Tax department. The Company is contesting the same and is of view that the disputed demands will not sustain in view of various legal pronouncements in the related matters.
- 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 addition to the said deferred tax liability to the extent of Rs.16,112/-on account of difference between Book and Tax Depreciation. Accordingly, the said item has been debited to the Statement of Profit & Loss of the year under report.
- 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.
- Certain Debit and Credit Balances are being subject to confirmation.
- Earnings per share is computed by dividing the net profit or loss for the year attributable to the equity shareholders by the number of equity shares outstanding during the year, as under:

Particulars	2015-16	2014-15
Net Profit for the year attributable to the equity shareholders (Rs.)	58,348	77,089
Number of equity shares outstanding (in Nos.)	233,62,560	233,62,560
Basic and diluted earnings per share (Face value of Re.10/- each (Rs.))	0.00	0.00

- 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, unless otherwise stated elsewhere in other notes.

Shree Tulsi Online.Com Limited

34TH ANNUAL REPORT-2015-16

Notes to the Financial Statements for year ended 31st March, 2016

Note: - 19

Other Notes to the Accounts:

- The Company has shown the units of Mutual Fund "Arihant Mangal "(Growth Scheme) under the head "Non-Current Trade Investments". During the year under review the Company has surrendered its units for redemption before the Special Committee constituted by Hon'ble High Court, Delhi, for dispose off the Mutual Fund "Arihant Mangal"(Growth Scheme) in terms of the SEBI regulations and received the payment under its provisional NAV.
- The figures appearing in the Financial Statements have been rounded off to nearest rupee.
- Previous year's figures have been regrouped/ reclassified wherever necessary to correspond with the current year's classification /disclosure.

Notes referred to above form an integral part of Financial Statements

As per our report of even date attached
For Mohindra Arora & Co.
(Chartered Accountants)
(Firm Regn No: 006551N)

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)
(DIN: 00780848)

Abhishek Kumar Jain
(Director)
(DIN:00054582)

Place : Mumbai
Date : 26/05/2016

Biresh Kumar Thaker
(Chief Financial Officer)

Sashi Sekhor Chowdhury
(Company Secretary)

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

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

NAME AND ADDRESS OF THE MEMBER(S)

I/We hereby record my/our presence at the 34th Annual General Meeting to be held on Monday, 26th September, 2016 at 11.30 A.M. at O2 VIP Hotel, VIP Road, Kaikhali, Kolkata – 700 052.

 Member's / Proxy's name In Block Letters

 Member's / Proxy's Signature

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

Form No. MGT-11
FORM OF PROXY
 [Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies
 (Management and Administration) Rules, 2014]
SHREE TULSI ONLINE .COM LIMITED
 CIN: L99999WB1982PLC035576
 Regd. Office: 4, N. S. Road, 1st Floor, Kolkata – 700 001
Email: investors@shreetulsonline.com, **Website:** www.shreetulsonline.com

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

I/We, being the member(s) of _____ shares of Shree Tulsi online.com Limited, hereby appoint:

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

as my / our proxy to attend and vote (on a poll) for me/us on my/our behalf at the 34th **Annual General Meeting** of the Company to be held on Monday, 26th September, 2016 at 11.30 A.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 _____ 2016

 Signature of the proxy holder

 Signature of the Shareholder

Affix a revenue stamp

ELECTRONIC VOTING PARTICULARS

EVSN (E-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:

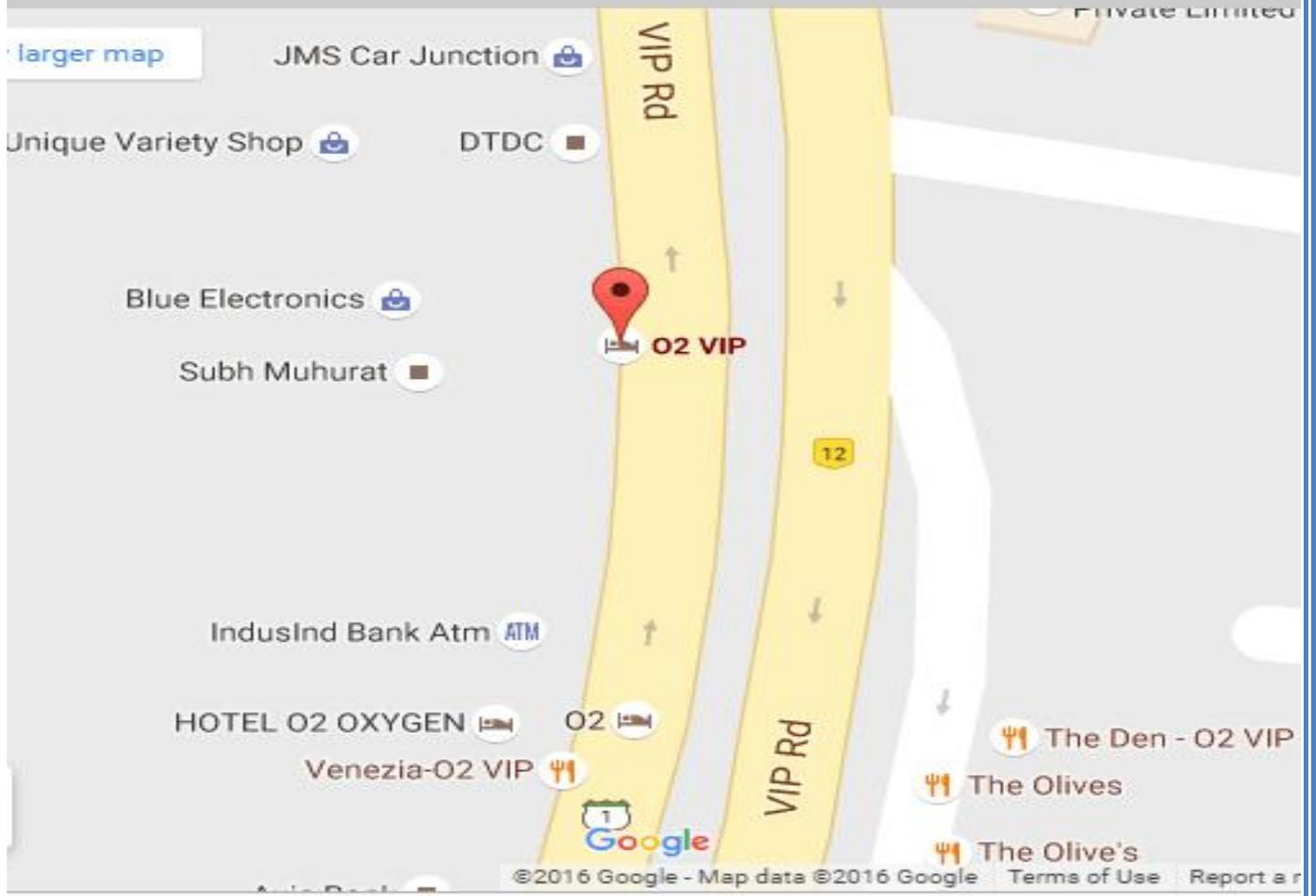
Resolutions	For	Against
Ordinary Business		
1. Adoption of Audited Financial Statement for the year ended 31/03/2016 together with the reports of Board of Directors and Auditors Report thereon		
2. Ratification of Appointment of Statutory Auditors and fixing their Remuneration		

***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 and Notes, please refer to the Notice the 34th Annual General Meeting.
- (3) **This is only optional. Please put a tick in the appropriate column against the Resolutions indicated in the Box. If you leave the "For" or "Against" column blank against any or all the Resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
- (4) Please complete all details including details of Shareholder (s) in above box before submission.
- (5) The proxy should carry its identity proof.

Route Map to Venue of AGM



To,

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SHREE TULSI ONLINE.COM LIMITED

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