



**Shree Tulsi
Online.Com Limited**

CIN: L99999WB1982PLC035576



35TH ANNUAL REPORT 2016- 2017

CORPORATE INFORMATION

CIN	:	L99999WB1982PLC035576	
Board of Directors	:	Mr. Vinod Kumar Bothra Mr. Abhishek Kumar Jain Mr. Jyotiraaditya Singha Mr. Netra Bahadur Ranabhat Mrs. Chanderkala Devi Lakhotia	Whole Time Director Non-Executive Director Non-Executive Independent Director Non-Executive Independent Director Non-Executive Independent Director (Woman Director)
Company Secretary cum Compliance Officer	:	Mr. Sashi Sekhor Chowdhury	
Chief Financial Officer	:	Mr. Biresh Kumar Thaker	
Registered Office	:	4, N.S.Road, 1 st Floor, Kolkata-700001 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	
Secretarial Auditors	:	M/s. Veenit Pal & Associates. Company Secretaries, Mumbai	
Internal Auditors	:	M/s. S. R. Ghedia & Associates Chartered Accountants, Mumbai	
Registrar & Transfer Agent	:	M/s. Adroit Corporate Services Private Limited 19-20, Jafferbhoy Industrial Estate, 1 st Floor, Makwana Road, Marol Naka, Andheri (E), Mumbai- 400059, Tel: 022-42270400, 28596060, 28594060 Fax: 022-28503748 Email: adroits@vsnl.net, info@adroitcorporates.com Website: www.adroitcorporates.com	

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NOTICE

NOTICE is hereby given that the 35th (Thirty Fifth) Annual General Meeting of **Shree Tulsi Online. Com Limited** will be held on Wednesday, 20th September, 2017 at 3.00 p.m. at Celesta Hotel, RAA 43/2 VIP Road, Raghunathpur (North), Kolkata-700059 to transact the following business:

Ordinary Business:-

1. To receive, consider and adopt the Audited Financial Statements of the Company containing the audited Balance Sheet as at March 31, 2017, together with the Reports of the Boards of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Abhishek Kumar Jain (DIN: 00054582), a Non-Executive/ Non-Independent Director who retires by rotation in terms of Section 152(6) Companies Act, 2013 and being eligible has offered himself for re-appointment.
3. Ratification for appointment of Statutory Auditors and fixing their Remuneration

To consider and if thought fit, 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 (FRN: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 (36th AGM) of the Company to be held in the year 2018, on such remuneration as may be mutually agreed between the Board of Directors of the Company and the auditor.

Special Business:-

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

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Jyotiraaditya Singha (DIN: 02354678), Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment, be and is hereby re-appointed to hold office for five consecutive years for a term from May 29, 2017 to May 28, 2022, and whose office shall not be liable to retire by rotation.”

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

Regd. Office : 4, N.S.Road, 1st Floor, Kolkata-700001
CIN : L99999WB1982PLC035576
Email : investors@shreetulsionline.com
Website : www.shreetulsionline.com

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

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

Date : 08/08/2017

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

Pursuant to Section 105 of the Companies Act, 2013 read with clause 6 & 7 of the Secretarial Standard- 2, issued by the Institute of Company Secretaries of India, a person can act as proxy on behalf of Members not exceeding Fifty (50) and holding in the aggregate not more than 10% (Ten) of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% (Ten) of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
2. Corporate Members/ Societies intending to send their authorized representatives to attend the AGM are requested to send 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.
3. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
4. Pursuant to the provision of Section 91 of the Companies Act, 2013 the Register of Members and Share Transfer Books shall remain closed from 14/09/2017 to 20/09/2017 (both days inclusive).
5. Members who are holding shares in identical order of names in more than one Folio in physical form are requested to write to the Company / the Registrars to consolidate their holdings in one Folio.
6. Members are requested to bring the Attendance Slip duly filled in along with their copy of Annual Report to the Meeting.
7. Members holding shares in dematerialized mode are requested to intimate changes with respect to the Bank details, mandate, nomination, power of Attorney, change of address, change in name etc. to their Depository Participants (DP). These changes will be automatically reflected in company's records, which will help the company to provide efficient and better service to the members.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number ('PAN') by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN details to their respective Depository Participants. Members holding shares in physical form are requested to submit their PAN details to the Company or its Registrars and Transfer Agents, M/s. Adroit Corporate Service Private Limited, 19-20, Jafferbhoy Industrial Area Estate, 1st Floor, Makwana Road, Marol Naka, Andheri (E), Mumbai-400059, Tel:022-42270400 Fax: 022-28503748, Email: adroits@vsnl.net / info@adroitcorporate.com, Website: www.adroitcorporate.com.
9. The Equity Shares of the Company are compulsorily required to be held under DEMAT mode for trading on the Stock Exchanges, where such Equity Shares are listed. These can be held in electronic form with any Depository Participant (DP) with whom the members have their Depository Account. All the Members, holding Equity Shares of the Company in the physical form, are advised to get the same dematerialized. The Members may contact the Registrars and Share Transfer Agents of the Company at their address mentioned above in case of any query /difficulty in the matter or at the Registered Office of the Company.
10. The relative Statement pursuant to Section 102 of the Companies Act, 2013, with respect to the Special Business set out in Item No. 4 above, is annexed hereto. All documents referred to in the Notice and explanatory statements are open for inspection at the registered office of the Company on all working days, except Sunday during the business hours up to the date of the Annual General Meeting.
11. Profile(s) of the Director(s) seeking appointment / re-appointment, as required by Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and clause 1.2.5 of Secretarial Standards - 2 on General Meeting is annexed to this Notice.

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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 2016-17 inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members who hold shares in dematerialized mode and whose e-mail IDs are registered with their respective DPs, unless any Member has requested for a physical copy of the same. For those members who have not registered their e-mail address, physical copies of the said Annual Report is being sent in the permitted mode.
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. The Annual Report for F.Y. 2016-17 of the Company circulated to the Members of the Company, shall be made available on the Company's website at 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 Members are requested to contact the Company's Registrars and Share Transfer Agents, Adroit Corporate Service Private Limited, Mumbai for all their queries, transfer requests, or any other matter relating to their shareholding in the Company and quote their Registered Folio Numbers / Client ID Nos. in all correspondences with the Company / with the Registrars.
19. 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.
20. Attendance slip, proxy form and the route map of the venue of the Meeting is annexed hereto.
21. **Voting through electronic means:**

A remote e-voting facility is provided in terms of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is offering e-voting facility to its Members in respect of the business to be transacted at the Annual General Meeting (AGM) scheduled to be held on Wednesday, 20th September 2017 at 3.00 p.m. with request to follow the instructions for voting electronically as under.

Any person, who acquires shares of the Company and becomes a shareholder of the Company after dispatch of the Notice of AGM and holds shares as of the cut-off date i.e. September 13th, 2017, may obtain the login ID and password by sending a request at investors@shreetulsionline.com.

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

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The instructions for shareholders voting electronically are as under:

- (i) The e-voting period begins on Saturday 16, September, 2017 (09.00 A.M.) and ends on Tuesday, September 19, 2017 (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 (record date) i.e. September 13, 2017 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.
- (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 OR Date of Birth (DOB)	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. <ul style="list-style-type: none"> • 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 <SHREE TULSI ONLINE.COM LIMITED> on which you choose to vote.

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- (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. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xx) **Note for Non-Individuals Shareholders and Custodians**
- Non-Individuals Shareholders (i.e. other than Individuals, HUF, NRI etc) and Custodian are required to log on to www.evotingindia.com 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 e-voting, 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.

For members who wish to vote using ballot form:

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

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

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General Instructions

The Board of Director has appointed M/s V. Gulgulia & Co., Prop. Ms. Vineeta Gulgulia, Practicing Company Secretaries, (Membership No. ACS 36867, CP No 13473) has appointed as the Scrutinizer to the e-voting process, (including voting through Ballot forms received from Members) and remote e-voting process in a fair and transparent manner.

The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or to a person authorised by the Chairman in writing, who shall countersign the same and declare the result of the voting forthwith.

The result declare alongwith the Scrutinizer Report shall be placed on the Company www.shreetulsonline.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 respective Stock Exchange(s), where the equity shares of the Company are listed.

Regd. Office : 4, N.S.Road, 1st Floor, Kolkata-700001
CIN : L99999WB1982PLC035576
Email : investors@shreetulsonline.com
Website : www.shreetulsonline.com

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

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

Date : 08/08/2017

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

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

Item No. 4 of the Notice

To re-appoint Mr. Jyotiraaditya Singha as an Independent Director of the Company:-

The Members of the Company, at the 30th Annual General Meeting held on September 11, 2012, had approved the appointment of Mr. Jyotiraaditya Singha as an Independent Director of the Company, whose term is due to expire on 28th May, 2017.

Mr. Jyotiraaditya Singha as an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

In line with the aforesaid provisions of the Companies Act, 2013, and in view of long, rich experience, continued valuable guidance to the management and strong Board performance of Mr. Jyotiraaditya Singha, it is proposed to re-appoint him for the second term as an Independent Director on the Board of Shree Tulsi Online.Com Limited for a period of five years upto 28th May, 2022.

In the opinion of the Board, Mr. Jyotiraaditya Singha fulfills the conditions specified in the Act and, copy of the draft letter for appointment of Mr. Jyotiraaditya Singha as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Jyotiraaditya Singha as an Independent Director.

Accordingly, the Board recommends passing of the Resolution at Item No. 4 of the Notice as a Special Resolution.

Except Mr. Jyotiraaditya Singha, being an appointee, none of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 4.

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

Name of the Director	Mr. Abhishek Kumar Jain	Mr. Jyotiraaditya Singh
Date of Birth	25/11/1978	17/08/1958
DIN	00054582	02354678
Date of Appointment / Re-appointment in the Current Designation	10/02/2000	29/05/2012
Qualifications	GRADUATE	GRADUATE
Expertise in specific functional areas and years	He is having wide experience in the field of Accounts, Finance and Taxation etc.	He is having wide experience in the field of Accounts, Finance and Taxation etc.
List of Other Directorship held	<p style="text-align: center;">Adinath Biolabs Limited CIN:L24230WB1982PLC034492</p> <p style="text-align: center;">T. Spiritual World Limited CIN:L63040WB1986PLC040796</p> <p style="text-align: center;">TSW Infotech Limited CIN:U30009WB2006PLC108029</p> <p style="text-align: center;">Jayant Securities Private Limited CIN:U67120WB1992PTC056865</p> <p style="text-align: center;">T. Spiritual Lifestyle Limited CIN:U85199WB2006PLC108028</p> <p style="text-align: center;">Tamkor Enterprises Private Limited CIN:U70101WB1991PTC052454 (Resigned from 21st April, 2017)</p>	<p style="text-align: center;">Likhmi Consulting Limited CIN:L45209WB1982PLC034804</p> <p style="text-align: center;">Sarvada Enterprises Limited CIN:L51909DL1985PLC021359</p> <p style="text-align: center;">Sidh Management Corporate Services Limited CIN:L65999DL1985PLC019846</p>
Chairman/Member of the Audit & Stakeholders Relationship Committee of the Board of Directors of the other Companies in which he/she is a Director	T. Spiritual World Limited CIN:L63040WB1986PLC040796	Likhmi Consulting Limited CIN:L45209WB1982PLC034804 Sarvada Enterprises Limited CIN:L51909DL1985PLC021359
Shareholding in the Company	28,516	NIL
Disclosure of relationships between Directors inter-se;	NIL	NIL
No of Board Meeting Attended during the Financial year	7	7
Terms & Conditions of Appointment	Appointment as Non-Executive Director, liable to retire by rotation.	Appointment as Non-Executive-Independent Director, not liable to retire by rotation.

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DIRECTORS' REPORT

Dear Members,

We have pleasure in presenting our 35th Annual Report together with the Audited Statement of Accounts for the year ended 31st March, 2017 along with the Auditor's Report thereon.

The Financial Result of the Company for Financial Year 2016-17 as compared with the previous year are as follow:

Financial Results:-

(Am in Rs.)

Particulars	31 st March, 2017	31 st March, 2016
Income	11,489,111	9,928,553
Less: Expenses	6,440,012	6,574,928
Profit Before Taxation	5,049,099	3,353,625
Less: Taxation	4,861,548	3,295,277
Profit after Taxation	18,7551	58,348

Performance:-

The Total Income for the financial year under review is Rs 11,489,111/- against Rs. 9,928,553/- in previous year. The Net Profit after taxation generated by the company during the year under review was Rs. 187,551/- as compared to Rs. 58,348/- during the previous year.

Operations:-

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

Dividend:-

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

Transfer to Reserve:-

There has been no transfer to Reserves during the Financial Year 2016-17.

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 Deposit amount falling within the provisions of section 73 of the Companies Act, 2013, read with the Companies (Acceptance of Deposit) Rules, 2014 during the year under review. Hence, the requirement for furnishing of details of deposits is not applicable.

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.

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DIRECTORS' REPORT

Directors and Key Management Personnel (KMP):-

As on March 31, 2017, the Board of Directors of your Company comprised of Five (5) Directors one of whom is the Whole Time Director. The remaining four (4) directors are Non-Executive and independent directors.

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

The Board has decided to re-appoint Mr. Jyotiraaditya Singha as an Independent Director of the Company for the second term for a period of five years upto 27th May, 2022.

The Board recommends passing of the Resolution at Item No. 4 of the Notice as a Special Resolution.

Mr. Abhishek Kumar Jain, Non-Executive Directors, is liable to retire by rotation at the ensuing AGM, pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company and being eligible have offered himself for re-appointment.

The Director recommends his re-appointment as Non-Executive Director of the Company.

Appropriate resolutions for appointment /re-appointment are being placed for the approval of the shareholders of the Company at the ensuing AGM. The brief resume of directors appointed/re-appointed and other related information has been detailed in the Notice read along with the explanatory statement convening the 35th AGM of the Company in accordance with the provisions of the Companies Act, 2013 read with the Rules issued thereunder and the Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

Policy on Director's, Key Managerial Personnel's -Appointment & Remuneration including Nomination & Remuneration Committee:-

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

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

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

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

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

Declaration of Independent Directors:-

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

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DIRECTORS' REPORT

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 Audits.

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, 2017, the applicable accounting standards have been followed and there are no 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, 2017 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 financial controls are adequate and operating effectively;
- (vi) the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Statement concerning development and implementation of Risk Management Policy of the Company:-

The Board of Directors of the Company has framed a Risk Management Committee to frame, implement and monitor the risk management plan for the Company. The Committee is responsible for reviewing the risk management plan and ensuring its effectiveness. The Committee has additional oversight in the area of financial risks and controls. Major risks identified by the business and functions are systematically address through mitigation action on a continuing basis. The details of Committee and its terms of reference are set out in the Corporate Governance Report forming part of the Board Report.

Number of Meeting of the Board:-

During the year under review, 7 (Seven) Meetings of the Board of Directors of the Company were held.

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

The Company has framed various policies as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 & Companies Act, 2013; viz i) Remuneration regarding Directors including KMPs ii) Determining material subsidiary iii) Performance evolution of the Board, Committee and Directors, iv) Materiality of Related Party transactions, v) Whistle Blower/vigil Mechanism vi) Archival Policy for disclosure vii) Code of Conduct for Directors , are displayed on the website of the Company www.shreetulsionline.com.

SHREE TULSI ONLINE.COM LIMITED

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DIRECTORS' REPORT

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, 2017 made under the provisions of Section 92 (3) of the Companies Act, 2013 read with Rule 12(1) of the Companies (Management and administration) Rules, 2014 in Form No. MGT – 9 is furnished in **Annexure-I** and is attached to this Report.

Board Evaluation:-

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of its various committee.

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

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

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

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

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

The Company has complied with the provisions of Section 186 of the Companies Act, 2013 in respect of investments made and advances given and outstanding at the year- end, details of which are given in the Financial Statements. There were no loans, or guarantees made by the Company during the year under review.

Particulars of Contracts or Arrangements made with Related Parties:-

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

Subsidiaries, Joint Ventures and Associate Companies:-

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

Internal Financial Control and their adequacy:-

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

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.

SHREE TULSI ONLINE.COM LIMITED

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DIRECTORS' REPORT

Corporate Governance:-

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

Management Discussion and Analysis Report:-

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

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

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

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

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

Conservation of Energy	:	NIL
Technology Absorption	:	NIL
Foreign exchange earnings and out go	:	NIL

Details of significant and material orders passed by the Regulators or Courts or Tribunals impacting the Going concern status and Company's 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.

Human Resources:-

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

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

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

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

SHREE TULSI ONLINE.COM LIMITED

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DIRECTORS' REPORT

Auditors & Auditors Observations:-

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

1. Statutory Auditor and their Report:-

M/s. Mohindra Arora & Co, Chartered Accountants (FRN 00655IN), Mumbai have been appointed as the Statutory Auditors of the Company and their tenure as the Statutory Auditors of the Company will expire with the conclusion of the 36th AGM, in accordance with Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

The Board of Directors of the Company has recommended the appointment of M/s. Mohindra Arora & Co, Chartered Accountants (FRN 00655IN), Mumbai as the Statutory Auditors of the Company pursuant to Section 139 of the Companies Act, 2013, from 35th AGM which will be held on 20th September, 2017 till the conclusion of the 36th AGM, subject to ratification of their appointment by the shareholders of the Company at every AGM held thereafter. The Board of Directors be and is hereby authorized to fix such remuneration as may be determined by the Audit Committee in consultation with the Auditors.

Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members for appointment of M/s. Mohindra Arora & Co, Chartered Accountants (FRN 00655IN), Mumbai as Statutory Auditor of the Company from the conclusion of this Annual General Meeting until the conclusion of 36th Annual General Meeting of the Company.

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

The Report given by the Statutory Auditors for the Financial Statements for the year ended 31st March, 2017 read with explanatory notes thereon do not call for any explanation or comments from the Board under Section 134(3) of the Companies Act, 2013.

2. Secretarial Auditor and their Report:-

M/s. Veenit Pal & Associates as Practicing Company Secretary was appointed to conduct Secretarial Audit of the Company for the financial year 2016-17 as required under Section 204 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

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

The report confirms that the Company had complied with the statutory provisions listed under Form MR-3 and the Company also has proper board processes and compliance mechanism. The Report does not contain any qualification, reservation, 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 Accountant, as Internal Auditors of the Company for Financial Year 2016-2017 under provisions of Section 138 of the Companies Act, 2013 read with Rule 13 of the Companies (Accounts) Rules, 2014 as recommended by Audit Committee.

The Suggestions made by the Internal Auditor in their Report were properly implemented.

Listing of Securities:-

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

SHREE TULSI ONLINE.COM LIMITED

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DIRECTORS' REPORT

Shares:-

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

1. Buy Back of share

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

2. Sweat Equity Shares

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

3. Bonus Issue

No Bonus Shares were issued during the year under review.

4. Employee Stock Option Scheme

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

Details of Policy Developed and Implemented by the Company on its Corporate Social Responsibility Initiatives:-

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

Additional Information to Shareholders:-

All important and pertinent investor information such as financial results, investor presentations, press releases are made available on the Company's website i.e. 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 2016-17 forms part of the Governance Report.

Vigil Mechanism/ Whistle Blower Policy:-

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

Reporting of Frauds:-

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

SHREE TULSI ONLINE.COM LIMITED

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DIRECTORS' REPORT

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

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

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

The following is a summary of sexual harassment complaints received and disposed off during the year 2016-17.

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 achieve better results. The Directors also wish to thank customers, bankers, Central and State Governments for their continued support. Finally, your directors would like to express their sincere & whole-hearted gratitude to all of you for your faith in us and your Co-operation & never failing support.

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

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

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

**Place : Kolkata
Date : 08/08/2017**

SHREE TULSI ONLINE.COM LIMITED

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Annexure to the Directors' Report

Annexure-I

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31/03/2017
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	Company Limited by Shares
v)	Address of the Registered Office and Contact details	4, N.S. Road, 1 st Floor, Kolkata-700001 Tel- +91-33-22624717
vi)	Whether listed Company (Yes / No)	Yes
Vii)	Name, Address and Contact details of Registrar & Transfer Agents, if any	M/s. Adroit Corporate Services Private Limited 19-20, Jafferbhoy Industrial Estate, 1 st Floor, Makwana Road, Marol Naka, Andheri (E), Mumbai- 400059, Tel: 022-42270400 Fax: 022-28503748 Email-adroits@vsnl.net Website: www.adroitcorporates.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:-

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

Sl. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the Company
1	Trading in Commodities and it's allied products	N. A	84.94%
2	Interest Income	N. A	14.62%

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

Sl. No.	Name and address of the Company	CIN/GLN	Holding/ Subsidiary / Associate	% of shares held	Applicable Section
NONE					

SHREE TULSI ONLINE.COM LIMITED

35TH ANNUAL REPORT 2016-17

Annexure to the Directors' Report

Annexure-I

EXTRACT OF ANNUAL RETURN

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				No. of Shares held at the end of the year				% Change during the year
	[As on 31/03/2016]				[As on 31/03/2017]				
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter's									
(1) Indian									
a) Individual/ HUF	2,983,454	-	2,983,454	12.77%	2,983,454	-	2,983,454	12.77%	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	6,580,713	-	6,580,713	28.17%	6,580,713	-	6,580,713	28.17%	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
f-i) Director	28,516	-	28,516	0.12%	28,516	-	28,516	0.12%	-
f-ii) Director Relatives	961,635	-	961,635	4.12%	961,635	-	961,635	4.12%	-
Sub-total (A) (1): -	10,554,318	-	10,554,318	45.18%	10,554,318	-	10,554,318	45.18%	-
(2) Foreign									
a) NRIs Individuals	-	-	-	-	-	-	-	-	-
b) Other- Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other....	-	-	-	-	-	-	-	-	-
Sub-total (A) (2): -	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A)(1)+(A)(2)	10,554,318	-	10,554,318	45.18%	10,554,318	-	10,554,318	45.18%	-
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / Financial Institutions	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1): -	-	-	-	-	-	-	-	-	-
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	6,515,923	16,050	6,531,973	27.96%	6,515,917	16,050	6,531,967	27.96%	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 2 lakh	1,121,450	815,644	1,937,094	8.29%	1,121,455	815,644	1,937,099	8.29%	-
ii) Individual shareholders holding nominal share capital in excess of Rs2 lakh	1,610,330	2,725,580	4,335,910	18.56%	1,610,330	2,725,580	4,335,910	18.56%	-
c) Others (specify)									
Trusts	3,000	-	3,000	0.01%	3,000	-	3,000	0.01%	-
HUFs	-	-	-	-	-	-	-	-	-
NRIs (NonRepat)	-	-	-	-	-	-	-	-	-
NRIs (Repat)	265	-	265	0.00%	266	-	266	-	-
Clearing Members	-	-	-	-	-	-	-	-	-
Sub-total (B)(2): -	9,250,968	3,557,274	12,808,242	54.82%	9,250,968	3,557,274	12,808,242	54.82%	-
Total Public Shareholding (B)=(B)(1) + (B)(2)	9,250,968	3,557,274	12,808,242	54.82%	9,250,968	3,557,274	12,808,242	-	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	19,805,286	3,557,274	23,362,560	100.00%	19,805,286	3,557,274	23,362,560	100%	0.00%

Note: Percentage in bracket represents negative percentage

SHREE TULSI ONLINE.COM LIMITED

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Annexure to the Directors' Report

Annexure-I

EXTRACT OF ANNUAL RETURN

(ii) Shareholding of Promoters:-

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	
Sunil Exports Private Limited	1,938,750	8.30%	0.00%	1,938,750	8.30%	0.00%	0.00%
Manjula Jain	1,198,905	5.13%	0.00%	1,198,905	5.13%	0.00%	0.00%
Rajasthan Horticulture Private Limited	1,077,088	4.61%	0.00%	1,077,088	4.61%	0.00%	0.00%
Umesh Kumar Thaker	1,071,269	4.59%	0.00%	1,071,269	4.59%	0.00%	0.00%
Nigania Promoters Private Limited	1,032,875	4.42%	0.00%	1,032,875	4.42%	0.00%	0.00%
Ashish Bhansali	961,635	4.12%	0.00%	961,635	4.12%	0.00%	0.00%
Jinprabhu Securities Private Limited	900,000	3.85%	0.00%	900,000	3.85%	0.00%	0.00%
Pramukhsoft Technologies Private Limited	852,000	3.65%	0.00%	852,000	3.65%	0.00%	0.00%
Sil Leasing & Industrial Finance Private Limited	780,000	3.34%	0.00%	780,000	3.34%	0.00%	0.00%
Bhanwari Devi Bhansali	708,780	3.03%	0.00%	708,780	3.03%	0.00%	0.00%
Abhishek Kumar Jain	28,516	0.12	0.00%	28,516	0.12	0.00%	0.00%
Kuldeep Rawat	4,500	0.02%	0.00%	4,500	0.02%	0.00%	0.00%
Total	10,554,318	45.18	0.00%	10,554,318	45.18	0.00%	0.00%

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

There is no change in promoter's shareholding during F.Y.2016- 17.

SHREE TULSI ONLINE.COM LIMITED

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Annexure to the Directors' Report

Annexure-I

EXTRACT OF ANNUAL RETURN

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

Sl.No.	Name of the Top 10 Shareholders	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year 01/04/2016		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	1,891,005	8.10%	1,891,005	8.10%
		Change During the Year	No Change during the Year			
		At the End of the Year	1,891,005	8.10%	1,891,005	8.10%
2	Zipsy Tie-Up Services Private Limited	At the beginning of the Year	1,406,333	6.02%	1,406,333	6.02%
		Change During the Year	No Change during the Year			
		At the End of the Year	1,406,333	6.02%	1,406,333	6.02%
3	Sarla Jain	At the beginning of the Year	780,000	3.34	780,000	3.34
		Change During the Year	No Change during the Year			
		At the End of the Year	780,000	3.34	780,000	3.34
4	Krepton Traders Private Limited	At the beginning of the Year	682,754	2.92%	682,754	2.92%
		Change During the Year	No Change during the Year			
		At the End of the Year	682,754	2.92%	682,754	2.92%
5	Bhola Pandit	At the beginning of the Year	607,500	2.60%	607,500	2.60%
		Change During the Year	No Change during the Year			
		At the End of the Year	607,500	2.60%	607,500	2.60%
6	Jai Hind Marmo Private Limited	At the beginning of the Year	592,879	2.53%	592,879	2.53%
		Sold during the year	5,474	0.02%	587,405	2.51%
		At the End of the Year	587,405	2.51%	587,405	2.51%
7	Bharati Kanther	At the beginning of the Year	508,800	2.18%	508,800	2.18%
		Change During the Year	No Change during the Year			
		At the End of the Year	508,800	2.18%	508,800	2.18%
8	Affinity Financial Services Private Limited	At the beginning of the Year	508,055	2.17%	508,055	2.17%
		Change During the Year	No Change during the Year			
		At the End of the Year	508,055	2.17%	508,055	2.17%
9	Prakash Jain	At the beginning of the Year	380,100	1.63%	380,100	1.63%
		Change During the Year	No Change during the Year			
		At the End of the Year	380,100	1.63%	380,100	1.63%
10	Sangita Jain	At the beginning of the Year	360,000	1.54%	360,000	1.54%
		Change During the Year	No Change during the Year			
		At the End of the Year	360,000	1.54%	360,000	1.54%

SHREE TULSI ONLINE.COM LIMITED

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Annexure to the Directors' Report

Annexure-I

EXTRACT OF ANNUAL RETURN

(v) Shareholding of Directors and Key Managerial Personnel:-

Sl.No.	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1	Shareholding of Director,				
	Mr. Vinod Kumar Bothra				
	At the beginning of the year	-	-	-	-
	Changes During the year	No Change During the Year			
	At the end of the year	-	-	-	-
2	Mr. Abhishek Kumar Jain				
	At the beginning of the year	28,516	0.12%	28,516	0.12%
	Changes During the year	No Change During the Year			
	At the end of the year	28,516	0.12%	28,516	0.12%
3	Mr. JyotiraadityaSingha				
	At the beginning of the year	-	-	-	-
	Changes During the year	No Change During the Year			
	At the end of the year	-	-	-	-
4	Mr. Netra Bahadur Ranabhat				
	At the beginning of the year	-	-	-	-
	Changes During the year	No Change During the Year			
	At the end of the year	-	-	-	-
5	Mrs. Chanderkala Devi Lakhota				
	At the beginning of the year	-	-	-	-
	Changes During the year	No Change during the Year			
	At the end of the year	-	-	-	-
6	Mrs. Biresh Kumar Thaker				
	At the beginning of the year	-	-	-	-
	Changes During the year	No Change during the Year			
	At the end of the year	-	-	-	-
7	Mr. Sashi Sekhar Chowdhury				
	At the beginning of the year	-	-	-	-
	Changes During the year	No Change during the Year			
	At the end of the year	-	-	-	-

(V) INDEBTEDNESS:-

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

The Company was not having any secured /unsecured loans and deposits during the financial year 2016-17.

SHREE TULSI ONLINE.COM LIMITED

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Annexure to the Directors' Report

Annexure-I

EXTRACT OF ANNUAL RETURN

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:-

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

Name of WTD : Mr. Vinod Kumar Bothra		
Sl.No.	Particulars of Remuneration	Amt in Rs.
1	Gross Salary	
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	240,000
	(b) Value of Perquisite u/s 17(2) Income Tax Act, 1961	96,000
	(c) Profit In lieu of salary u/s 17(3) Income Tax Act, 1961	NIL
2	Stock Options	NIL
3	Sweat Equity	NIL
4	Commission -as % of Profit Others, specify	NIL
5	Others, please specify	NIL
	Total (A)	3,36,000
Ceiling as per the Act -As per the provisions of the Companies Act, 2013		

B. Remuneration to other Directors:-

(Amt.in Rs.)

Sl. No.	Particulars of Remuneration	Name of Directors				Total
		Abhishek Kumar Jain	Jyotiraaditya Singha	Netra Bahadur Ranabhat	Chanderkala Devi Lakhotia	
1	Independent Directors					
	Fee for attending Board Committee Meetings	0	8,000	8,000	7,000	23,000
	Commission	0	0	0	0	0
	Others, please specify	0	0	0	0	0
	Total (1)	0	8,000	8,000	7,000	23,000
2	Other Non-Executive Directors					
	Fee for attending Board Committee Meetings	4,500	0	0	0	4,500
	Commission	0	0	0	0	0
	Others, please specify	0	0	0	0	0
	Total (2)	4,500	0	0	0	4,500
	Total (B)= (1+2)	4,500	8,000	8,000	7,000	27,500
Total Managerial Remuneration		27,500				
Overall Ceiling as per the Act		(Sitting Fees paid is within the limits specified under the Companies Act, 2013)				

SHREE TULSI ONLINE.COM LIMITED

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Annexure to the Directors' Report

Annexure-I

EXTRACT OF ANNUAL RETURN

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD:-

(Amt.in Rs.)

Sl. No.	Name of Key Managerial Personnel	Sashi Sekhar Chowdhury (Company Secretary)	Biresh Kumar Thaker (Chief Financial Officer)	Total
	Particulars of Remuneration :-			
1	Gross Salary			
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	180,000/	192,000	372,000
	(b) Value of Perquisite u/s 17(2) Income Tax Act, 1961	Nil	Nil	Nil
	(c) Profit In lieu of salary u/s 17(3) Income Tax Act, 1961	NIL	NIL	NIL
2	Stock Options	NIL	NIL	NIL
3	Sweat Equity	NIL	NIL	NIL
4	Commission -as % of Profit -Others, specify	NIL	NIL	NIL
5	Others, please specify	NIL	NIL	NIL
	Total	180,000/	192,000	372,000

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:-

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

SHREE TULSI ONLINE.COM LIMITED

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Annexure to the Directors' Report

Annexure-II

Form No. MR-3

SECRETARIAL AUDIT REPORT

For the Financial Year Ended 31st March, 2017

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

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

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. Shree Tulsi Online.Com Limited, (hereinafter called "the Company"). 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 31st March, 2017 ("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 31st March, 2017 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 Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; ***(The Company has not availed any Foreign Direct Investment and External Commercial Borrowings during the Period under review)***.
- (v) The following Regulations (as amended from time to time) and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulation, 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 (Not Applicable as the Company has not introduced any such scheme during the financial year under review);

SHREE TULSI ONLINE.COM LIMITED

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Annexure to the Directors' Report

Annexure-II

SECRETARIAL AUDIT REPORT

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

(vi) Other Laws applicable to the Company namely:

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

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

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

Based on our 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 its authorised representatives during the conduct of Secretarial Audit we hereby report that in our opinion during the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that:

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

SHREE TULSI ONLINE.COM LIMITED

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Annexure to the Directors' Report

Annexure-II

SECRETARIAL AUDIT REPORT

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.

For Veenit Pal & Associates
Company Secretaries

Veenit Pal
(Proprietor)

ACS : 25565
CP : 13149

Place : Mumbai
Date : 28/07/2017

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

SHREE TULSI ONLINE.COM LIMITED

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Appendix - I
(Forming Part of Secretarial Audit Report)

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

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

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

For Veenit Pal & Associates
Company Secretaries

Veenit Pal
(Proprietor)

ACS : 25565
CP : 13149

Place : Mumbai
Date : 28/07/2017

SHREE TULSI ONLINE.COM LIMITED

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CORPORATE GOVERNANCE

Company's Philosophy on Code of Governance:-

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

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

Board of Directors:-

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

The Board of Directors of the Company consists of Five (5) Directors including the Non-Executive Chairman. Out of five (5) directors, four (4) Directors are Non-Executive Directors, of which three are independent Directors including one Women Director.

They have wide experience in their respective field such as accounts, finance and taxation etc.

Board of Independence:-

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

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

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

Board Meetings:-

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

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

The Board 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 Committees Meetings are communicated to the concerned department.

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

Details of Board Meetings

SHREE TULSI ONLINE.COM LIMITED

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CORPORATE GOVERNANCE

During the period commencing from 1st April, 2016 and ending on 31st March, 2017, the Board of Directors of the Company met on the following dates on 26/05/2016, 28/06/2016, 09/08/2016, 22/08/2016, 14/11/2016, 13/02/2017 and 27/03/2017.

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

Name of Director	Attendance at last AGM	No. of Board Meeting Attended	Category of Director	Other Director-Ships*	Other Board's Committees**		No of Shares held as on 31/03/2017
					Chairman	Member	
Mr. Vinod Kumar Bothra (DIN00780848)	Yes	7	Whole time Director	NIL	-	-	Nil
Mr. Abhishek Kumar Jain (DIN00054582)	Yes	7	Non-Executive	4	0	2	28,516
Mr. Jyotiraaditya Singha (Din 02354678)	Yes	7	Non-Executive Independent Director	3	2	2	Nil
Mr. Netra Bahadur Ranabhat (DIN 06716666)	Yes	7	Non-Executive Independent Director	1	1	1	Nil
Mrs. Chanderkala Devi Lakhotia (DIN: 06904489)	No	7	Non-Executive Independent Director	3	0	5	Nil

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

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

None of the Directors is related to any other Directors.

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

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

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

Meeting of Independent Director:-

As stipulated by the Code of Independent Directors under Listing Regulation of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 aligned with Companies Act, 2013, a separate Meeting of the Independent Directors of the Company was held on 27/03/2017 to review the performance of Non-Independent Directors, Chairman and the Board as whole. The Independent Directors also reviewed the quality, quantity and timeliness of the flow of information between the Management and the Board and it's Committees which is necessary to effectively and reasonably perform and discharge their duties. The Board also carried out evaluation of its various Committees and the Directors expressed their satisfaction with the evaluation process.

Audit Committee:-

The Board has constituted a well-qualified Audit Committee.

The Audit Committee comprises of three Non-Executive Independent Directors.

The Committee has appointed Mr. Netra Bahadur Ranabhat as the Chairman.

SHREE TULSI ONLINE.COM LIMITED

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CORPORATE GOVERNANCE

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

The Company Secretary acts as the secretary of the Committee.

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

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

The Audit Committee has met four times during the financial year 2016-17 and not more than 120 days has elapsed between two such Meetings. The Meetings held during the financial year 2016-2017 are: 25/05/2016, 08/08/2016, 12/11/2016 and 11/02/2017.

The Chairman of the Audit Committee was present at the 34th Annual General Meeting of the Company.

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

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

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

- Overseeing of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
- Recommendation for Appointment, Remuneration and Terms of Appointment of Auditors of the Company;
- Reviewing with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
 - matters required to be included in the Director's Responsibility Statement to be included in the Board's Report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
 - changes, if any, in accounting policies and practices and reasons for the same;
 - major accounting entries, if any involving estimates based on the exercise of judgment by management;
 - significant adjustments, if any made in the financial statements arising out of audit findings;
 - compliance with accounting Standards, listing and other legal requirements relating to financial statements;
 - disclosure of related party transactions, if any ;
- Reviewing with the Management, the Quarterly Financial Statements before submission to the Board for approval;
- Reviewing and monitoring the Auditor's independence and performance, and effectiveness of audit process;
- Scrutiny of Inter-corporate loans and investments, if any;
- Evaluation of Company's Internal Financial Controls and Risk Management Systems;
- Reviewing with the Management about performance of Statutory and Internal auditors, adequacy of the internal control systems;
- Discussion with Internal Auditors of any significant findings and follow up there on;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;

SHREE TULSI ONLINE.COM LIMITED

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CORPORATE GOVERNANCE

- Discussion with Statutory Auditors before the audit commences about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
 - Reviewing the functioning of the Whistle Blower Mechanism;
 - Approval of Appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate;
 - To carry out any other function as is mentioned in the terms of reference of the audit committee as amended from time to time of Listing Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- B. The audit committee shall mandatorily review the following information:
- Management Discussion and Analysis of financial condition and results of operations;
 - To review Statement of Related party transactions, if any, as submitted by management;
 - Management letters / letters of internal control weaknesses issued by the Statutory Auditors;
 - Internal Audit Reports relating to Internal Control Weaknesses;
 - The Appointment, Removal and terms of Remuneration of the Internal Auditor.
 - Quarterly Statement of deviations to be submitted to stock exchange(s) in terms of Regulation 32(1).

The details of composition of the Committee and attendance during the year 2016-17 are as under:

Name of Director	Executive / Non-Executive / Independent	No. of Meetings held during the period	
		Held	Attended
Mr. Netra Bahadur Ranabhat	Non- Executive Independent Chairman	4	4
Mr. Jyotiraaditya Singha	Non-Executive Independent	4	4
Mrs. Chanderkala Devi Lakhota	Non-Executive Independent	4	4
Mr. Abhishek Kumar Jain	Non-Executive	4	0

Mr. Abhishek Kumar Jain ceased to be member of the Audit Committee w.e.f 28/06/2016.

The Quorum for the Committee is any two Directors present.

Nomination and Remuneration Committee:-

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

The Committee consists of three Directors namely Mr. Netra Bahadur Ranabhat, Mr. Jyotiraaditya Singha, Mr. Abhishek Kumar Jain.

Mr. Netra Bahadur Ranabhat has been elected as Chairman of the Committee.

The Company Secretary acts as the Secretary to the Committee.

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

SHREE TULSI ONLINE.COM LIMITED

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CORPORATE GOVERNANCE

During the Financial Year 2016-17 one Nomination and Remuneration Committee Meetings was held on 27/03/2017.

The details of composition of the Committee and attendance during the year 2016-17 are as under:-

Name of Director	Executive / Non-Executive / Independent	No. of Meetings held during the period	
		Held	Attended
Mr. Netra Bahadur Ranabhat	Non- Executive Independent Chairman	1	1
Mr. Jyotiraaditya Singha	Non-Executive Independent	1	1
Mr. Abhishek Kumar Jain	Non-Executive	1	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 persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and to recommend to the Board their appointment and/ or removal;
- To carry out evaluation of every Director's performance;
- To formulate the criteria for determining qualifications, positive attributes and independence of a Director, and recommend to the Board a policy, relating to the remuneration for the Directors, key managerial personnel and other employees;
- To formulate the criteria for evaluation of Independent Directors and the Board;
- To devise a policy on Board diversity;
- To recommend/review remuneration of the Executive and Non-executive Director and Whole-time Director(s) together with KMPs based on their performance and defined assessment criteria;
- To recommend /approve remuneration of Non-Executive Director / Independent Director / Executive Director in the form of sitting fees for attending the Meeting of the Board and its Committee and remuneration for other services etc;
- To carry out any other function as is mandated by the Board from time to time and/or enforced by any statutory notification, amendment or modification, as may be applicable;
- To perform such other functions as may be necessary or appropriate for the performance of its duties.

At present, no remuneration is paid to Non-Executive /Independents Directors of the Company except sitting fees for attending the Meetings of the Board or Committee thereof.

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

The detailed Appointment Policy adopted by the Company is being posted on website of the Company www.shreetulsionline.com.

Remuneration of Whole Time Director:-

The detail of remuneration of Mr. Vinod Kumar Bothra (Whole-Time Director) is as under:

(Amt.in Rs.)

Name of Director	Salary and Allowances	Stock Options & Other Benefits	Service Contract Tenure
Mr. Vinod Kumar Bothra	336,000	Nil	3 Years

SHREE TULSI ONLINE.COM LIMITED

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CORPORATE GOVERNANCE

Remuneration of Key Managerial Personnel:-

The detail of remuneration of Key Managerial Personnel is as under:-

(Amt.in Rs.)

Name of KMP's	Designation	Salary and Allowances	Stock Options & Other Benefits
Mr. Sashi Sekhor Choudhary	Company Secretary	180,000	NIL
Mr. Biresh Kumar Thaker	Chief Financial Officer	192,000	NIL

Stakeholders/ Relationship Committee:-

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

The Stakeholders Relationship Committee comprises of three members of the committee, who are Non - Executive and Independent Directors.

Mr. Netra Bahadur Ranabhat has been elected as Chairman of the Committee.

The Company Secretary acts as the Secretary to the Committee.

The Committee supervises the mechanism for redressal of investor grievances and ensures cordial relations.

The Committee deals with stakeholder relations and resolves the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, issue of duplicate certificates/ new certificates on split/ consolidation/ renewal etc, non-receipt of annual report and such other issues as may be raised by the investors from time to time.

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

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

The Company has designated an exclusive email investors@shreetulsionline.com 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, 2017 were Nil.

There were no complaint pending or unattended as on 31st March, 2017.

The Committee met two times during the year on 12/11/2016 and 01/03/2017.

The details of composition of the Committee and attendance during the year 2016-17 are as under:-

Name of Director	Executive / Non-Executive / Independent	No. of Meetings held during the period	
		Held	Attended
Mr. Netra Bahadur Ranabhat	Non-Executive Independent Chairman	2	2
Mr. Jyotiraaditya Singha	Non-Executive Independent	2	2
Mrs. Chanderkala Devi Lakhota	Non-Executive Independent	2	2
Mr. Abhishek Kumar Jain	Non-Executive	2	0

Mr. Abhishek Kumar Jain ceased to be member of the Stakeholders Relationship Committee w.e.f 28/06/2016.

SHREE TULSI ONLINE.COM LIMITED

35TH ANNUAL REPORT 2016-17

CORPORATE GOVERNANCE

Evaluation of Board's Performance

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

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

Familiarization Program:

Whenever any person joins the Board of the Company as an Independent Director, an induction programme is arranged for the new appointee, wherein the appointee is familiarized with the Company, his/her roles, rights and responsibilities in the Company, the Code of Conduct of the Company to be adhered, nature of the industry in which the Company operates, and business model of the Company etc. The details of such familiarization programmes have been disclosed on the Company's website www.shreetulsionline.com.

Risk Management Committee:

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

Mr. Abhishek Kumar Jain, Mr. Jyotiraaditya Singha and Mr. Netra Bahadur Ranabhat are members of the Committee.

Mr. Netra Bahadur Ranabhat has been elected as Chairman of the Committee.

During the year, one Meeting of the Risk Management Committee was held on 27/03/2017.

The details of composition of the Committee and attendance during the year 2016-17 are as under:-

Name of Director	Executive / Non-Executive / Independent	No. of Meetings held during the period	
		Held	Attended
Mr. Netra Bahadur Ranabhat	Non-Executive Independent Chairman	1	1
Mr. Jyotiraaditya Singha	Non-Executive Independent	1	1
Mr. Abhishek Kumar Jain	Non-Executive	1	1

General Body Meeting:-

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

Year	Date	Day	Time	Venue
2015- 2016	26/09/2016	Monday	11.30A.M.	O2, VIP HOTEL, VIP ROAD, KAIKHALI , KOLKATA-700052
2014 - 2015	28/09/2015	Monday	4.30 P.M.	O2, VIP HOTEL, VIP ROAD, KAIKHALI , KOLKATA-700052
2013 - 2014	25/08/2014	Monday	04.30 P.M.	O2, VIP HOTEL, VIP ROAD, KAIKHALI , KOLKATA-700052

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

In the Annual General Meeting held on 26th September, 2016, all the resolutions were adopted through Poll/Postal Ballot or by Electronic Voting. The members have the options to vote either by physical ballot or e- voting.

SHREE TULSI ONLINE.COM LIMITED

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CORPORATE GOVERNANCE

Prevention of Insider Trading:-

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

Code of Conduct:-

In compliance with Regulation 26(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013, the Company has framed and adopted the code of conduct and ethics. The Board of Directors has laid down 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.

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 is given in a separate section and forms part of the Annual Report.

Disclosure:-

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

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

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

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

The Company does not have any subsidiary.

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

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

SHREE TULSI ONLINE.COM LIMITED

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CORPORATE GOVERNANCE

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 immediately after conclusion of the respective Meeting.

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

The information is also made available to the investors on the Company website, www.shreetulsonline.com. The company has complied with filling submissions through BSE's Online Portal. The Management Discussion and Analysis is a part of the Annual Report. All Financial and other vital information is promptly communicated to the Stock Exchanges where the Company's Share are Listed.

Share Transfer System:-

The Shares of the Company, being in the compulsory Demat list, are transferable through the Depository System. Shares in physical & dematerialized form are processed through M/s. Adroit Corporate Services Private Limited, Mumbai. Shares lodged for transfer at the Registrar's address are normally processed and approved by the Share transfer cum Stake Holders Grievances Committee on fortnight basis. All requests for dematerialization of Shares are processed and the confirmation is given to the Depositories within 15 days. Grievance received from members & other miscellaneous correspondence on change of address etc. is processed by the Registrar within 30 days.

Nomination:-

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

Income Tax Pan Mandatory for Transfer of Securities:-

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

Dematerialisation of Shares:-

As on 31st March, 2017, 84.77 % i.e. 19,805,286 Equity Shares of Company's share capital are dematerialized and balance of 15.23 % i.e. 3,557,274 Equity Shares is held in physical form. In order to facilitate the investors to have an easy access to demat system, the Company has joined with both depositories viz. National Security Depository Limited (NSDL) and Central Depository Services (India) Ltd. (CDSL) through the Company's Registrar & Share Transfer Agent, M/s. Adroit Corporate Services Limited, Mumbai.

Board Diversity Policy:-

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

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

SHREE TULSI ONLINE.COM LIMITED

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CORPORATE GOVERNANCE

General Shareholders Information:-

a) Company Secretary Cum Compliance Officer

Mr. Sashi Sekhor Choudhary
4, N.S. Road, 1st Floor, Kolkata-700001
Ph: +91-33-22624717

b) Date, Time & Venue of the Annual General Meeting of Shareholders:

Wednesday, September 20, 2017 at 3.00 p.m. at Celesta Hotel, RAA 43/2 VIP Road, Raghunathpur (North), Kolkata, Kolkata-700059.

b) Particulars of Financial Calendar:

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

c) Dates of Book Closure - 14/09/2017 to 20/09/2017

d) Dividend Payment - NIL

e) Listing on Stock Exchanges:

- a) The Calcutta Stock Exchange Limited, Calcutta (CSE)
- b) BSE Limited, Mumbai
- c) Annual listing fees have been paid for financial year 2017-2018 to CSE.

f) Stock Exchange Codes - 25061 (CSE) & 590128 (BSE)

g) De-mat ISIN in NSDL and CDSL - INE130D01037

h) Corporate Identity Number (CIN) - L99999WB1982PLC035576

i) Registrar of Share Transfer Agent (For Physical and Demat Segment) - M/s. Adroit Corporate Services Private Limited
19-20, Jafferbhoy Industrial Estate, 1st Floor,
Makwana Road, Marol Naka, Andheri (E),
Mumbai-400059,
Tel: 022-42270400, Fax: 022-28503748
Email -adroits@vsnl.net, Website: www.adroitcorporate.com

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CORPORATE GOVERNANCE

j) Market price data of shares traded, High / Low of Market Price of Company's Share:

Market price Data high, Low & Volume at BSE during F.Y. 2016-17 is given below:

Months	High (Rs.)	Low (Rs.)	Volume (No. of Shares)
April	26.65	24.70	22
May	27.60	26.15	481
June	27.60	27.60	5
July	27.60	27.55	114
August	27.60	27.55	27
September	27.60	27.55	154
October	27.60	21.50	51
November	-	-	-
December	20.45	17.60	26
January	16.75	16.75	1
February	16.75	15.95	14
March	15.90	15.90	10

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

Whole Time Director / CFO Certification:-

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

Distribution of Shareholdings:-

Categories of Shareholders as on 31/03/2017:

Category	No. of Shareholders	No. of Shares	% of Equity Capital
Promoters	12	10,554,318	45.18%
Other Bodies Corporate	113	6,531,967	27.96%
Individual / Others	1748	6,276,275	26.86%
Total	1873	23,362,560	100%

Distribution of Shareholdings as on 31/03/2017

No. of Equity Share held	No. of Shareholders	% of Shareholders	No. of Shares	% of Shares
Upto -500	812	43.35%	208,614	0.09%
501-1000	564	30.11%	442,354	1.89%
1001-2000	183	9.77%	256,159	1.10%
2001-3000	78	4.16%	189,898	0.81%
3001-4000	37	1.98%	132,399	0.57%
4001-5000	24	1.28%	110,290	0.47%
5001-10000	90	4.81%	644,266	2.76%
10001 & above	85	4.53%	21,378,580	91.50%
Total	1873	100%	23,362,560	100%

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 (Listing Obligations and Disclosure Requirements) 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.

SHREE TULSI ONLINE.COM LIMITED

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CORPORATE GOVERNANCE

Declaration of Code of conduct:

This is to confirm that the company has adopted a code of conduct for the members of the Board and the Senior Management Personnel in compliance with Listing Regulations 26(3) of SEBI (Listing Obligation and Disclosure 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 31.03.2017.

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

**Vinod Kumar Bothra
(Whole Time Director)
(DIN: 00054582)**

**Place : Kolkata
Date : 08/08/2017**

SHREE TULSI ONLINE.COM LIMITED

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Whole Time Director /CFO Certification

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

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

- (1) We have reviewed the Financial Statements and the Cash Flow Statement for the year ended 31st March, 2017 and that to the best of our knowledge and belief, we state that:
 - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that may be misleading;
 - (ii) these statement together present a true and fair view of the Company's affairs and are in compliance with the existing accounting standard, applicable laws and regulations.
- (2) We further state that, to the best of our knowledge and belief, there are no transactions entered into by the Company during the year ended 31st March, 2017, which are fraudulent, illegal or in violation of the Company's Code of Conduct.
- (3) We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or purpose to take to rectify these deficiencies.
- (4) We have indicated, to the Auditors and the Audit Committee:
 - (i) that there have been no significant changes in internal control over financial reporting during the year;
 - (ii) that there have been no significant changes in accounting policies during the year; and
 - (iii) that there have been no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control systems over financial reporting.

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

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

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

**Place : Kolkata
Date : 08/08/2017**

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INDEPENDENT AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To The Members of Shree Tulsi Online. Com Limited

We have examined the compliance of conditions of Corporate Governance by Shree Tulsi Online. Com Limited ("the Company") for the year ended on 31st March, 2017, as stipulated in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and para C and D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations).

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

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

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

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

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

Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and para C and D of Schedule V of the SEBI Listing Regulations during the year ended 31st March, 2017.

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

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

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

Place : Mumbai
Date : 08/08/2017

SHREE TULSI ONLINE.COM LIMITED

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MANAGEMENT DISCUSSION AND ANALYSIS REPORT

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

Market Environment:-

The agriculture industry represents an important component of the Indian economy both in terms of its contribution to the GDP as well as a source of employment to the majority of the country's population. This sector is currently showing immense opportunities, with India presently being the world's third largest agricultural producer by value. A number of transformations have taken place in this sector over the past few decades. These include - rising penetration of the organised sector, growth in contract farming, agriculture becoming more mechanized, easy loan facilities, rise of exports, use of agrochemicals and high yielding seeds and an increasing role of the private sector in processing, branding and marketing, etc.

In current year monsoon improved in all over India, therefore good quantity of agric commodities is expected. The symptoms of global commodity business are favourable for coming future and suitable steps of Government and Reserve Bank of India will also keep lower movement in exchange rates. The Company proposes to continue to recognize the full potential in agro commodities & coal in the coming period. The future performance of your Company would depend to a large extent on its ability to successful diversification, market of commodities. We are hopeful that through the combination of market developments and expansion activity, there will be healthy growth over the next few years. We are hopeful that through the combination of market developments and expansion activity, there will be healthy growth over the next few years.

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

Review of Operation:-

The Company operates mainly in Indian Market. The management of Shree Tulsi Online.Com Limited presents the analysis of performance of the Company for the Financial Year 2016-17 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 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. 11,489,111/-.

Business Segment:-

The Company is into the business of Trading in Commodities and its allied product. The Company operates mainly in Indian Market.

Opportunities:-

The niche for growth within the current market players and the new comers will continue to provide support to the business. Also, the Start-up policy and fostering 'entrepreneur' spirit will create more employment opportunities in the country. Make in India initiative and increased incentives for the global players to set-up their facilities in India to aid in more employment generation and business in consultancy sector.

Threats:-

- a. Competition in the Indian market from large consultancy organizations and new entrants;
- b. Unfavorable Government regulations;
- c. Unfavorable Macro-Economies and Micro-Economies conditions;
- d. Recession in Industrialization and Business Environment;
- e. Unable to retain talented staff if recruited by Competitors;
- f. Inability of retain top talented team members;
- g. Geographically located in East India and presently not covering pan India;
- h. Increase cost of operations;

SHREE TULSI ONLINE.COM LIMITED

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MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Risk and Concerns:-

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

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

Internal Financial Control and their Adequacy:-

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

Human Resources:-

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

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

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

Material Developments in Human Resources:-

Our professionals and employees are our most important assets. We believe that the quality and level of service that they deliver is a huge contributing factor in growth and development of the Company. Further, for better management certain alterations were made in the top management and other hierarchies in the Company.

Discussion of Financial Performance:-

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

(Amt. in Rs.)

Particulars	2016-17	2015-16	2014-15
Profit Before Tax	5,049,099	3,353,625	1,714,621
Profit After Tax	1,87,551	58,348	77,089
EPS	0.00	0.00	0.00

Cautionary Statement:-

Statements made in the 'Management Discussion and Analysis Report' describing the Companies' objectives, expectations or predictions may be forward looking within the meaning of applicable Securities laws and regulations. Actual results may differ materially from those expressed in the statement important factors that influence the Company's operations, include global and domestic supply and demand conditions. We undertake no obligation to publicly update any forward looking statements, whether as a result of new information, future events or otherwise.

SHREE TULSI ONLINE.COM LIMITED

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INDEPENDENT AUDITOR'S 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, 2017, the Statement of Profit and Loss, the Cash Flow Statement and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements:-

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

Auditor's Responsibility:-

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

In conducting 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 of the financial statements 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 Board of Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence obtained by us 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, 2017, and its profit and its cash flows for the year ended on that date.

SHREE TULSI ONLINE.COM LIMITED

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INDEPENDENT AUDITORS' REPORT

Report on Other Legal and Regulatory Requirements:-

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in "Annexure A", a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, based on our audit, we report, to the extent applicable that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c. The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account;
 - d. In our opinion, the aforesaid financial statements comply with the 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, 2017, taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2017, 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;
 - iv. The Company has provided requisite disclosures in the financial statements as regards its holding and dealings in Specified Bank Notes as defined in the Notification S.O. 3407(E) dated November 8, 2016 of the Ministry of Finance, during the period from November 8, 2016 to December 30, 2016. Based on audit procedures performed and the representations provided to us by the management, we report that the disclosures are in accordance with the relevant books of account maintained by the company and as produced to us by the management.

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

Ashok Kumar Katial
(Partner)
M.No : 09096

Place : Mumbai
Date : 19/05/2017

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"Annexure A" to the Independent Auditors' Report

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

- (i) In respect of its 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 informed to us, Inventories have been physically verified by the Management at reasonable intervals during the year and 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) The Company has not accepted any deposits from the public.
- (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 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 has generally been regular in depositing undisputed statutory dues including provident fund, employees' state insurance, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues except for income -tax, as applicable to the Company, with the appropriate authorities.
- According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid statutory dues, were in arrears as at 31st March, 2017, for a period of more than six months from the date they became payable except Income Tax dues upto 31st March, 2016 amounting to Rs.861, 000/- , provision of which is duly made in the accounts.
- (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	Amt in Rs.	Forum where dispute is pending
Income Tax Act, 1961	Income Tax	A.Y. : 2011-2012	2,205,865/-	ITO
Income Tax Act, 1961	Income Tax	A.Y. : 2012-2013	1,142,467/-	ITO

SHREE TULSI ONLINE.COM LIMITED

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"Annexure A" to the Independent Auditors' Report

- (viii) The Company has not raised /obtained any loans or borrowings from financial institutions or banks or government or by issue of debentures. Accordingly, paragraph 3 (viii) of the Order is not applicable to the Company.
- (ix) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable to the Company.
- (x) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the Management.
- (xi) According to the information and explanations given to us, the Company has paid / provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of 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 its directors or persons connected to its directors, hence, provisions of Section 192 of the Companies Act, 2013 are not applicable to the company. Accordingly, reporting under clause (xv) of Paragraph 3 of the Order is not applicable to the Company.
- (xvi) 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)
(FRN:006551N)

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

Place : Mumbai
Date : 19/05/2017

SHREE TULSI ONLINE.COM LIMITED

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"Annexure B" to the Independent Auditors' Report

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

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, 2017 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls:-

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

Auditor's Responsibility:-

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

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

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

Meaning of Internal Financial Controls over Financial Reporting:-

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

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"Annexure B" to the Independent Auditors' Report

Inherent Limitations of Internal Financial Controls over Financial Reporting:-

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

Opinion:-

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2017, 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)
(FRN:006551N)**

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

**Place : Mumbai
Date : 19/05/2017**

SHREE TULSI ONLINE.COM LIMITED

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Balance Sheet as at 31st March, 2017

Particulars		Note No.	As at 31st March, 2017	As at 31st March, 2016
			Amt in Rs.	Amt in Rs.
A	EQUITY AND LIABILITIES			
1	Shareholders' Funds			
	(a) Share Capital	2	233,625,600	233,625,600
	(b) Reserves and Surplus	3	76,983,604	76,796,054
			310,609,204	310,421,654
2	Current Liabilities			
	(a) Other Current Liabilities	4	135,250	274,725
	(b) Short-Term Provisions	5	2,292,000	861,000
			2,427,250	1,135,725
TOTAL			313,036,455	311,557,379
B	ASSETS			
1	Non-Current Assets			
	(a) Fixed Assets			
	(i) Tangible Assets	6	28,646,932	29,032,013
	(b) Non-Current Investments	7	27,438,142	26,742,742
	(c) Deferred Tax Assets		681,569	759,307
	(d) Long-Term Loans and Advances	8	129,874,914	128,319,839
	(e) Other Non Current Assets	9	123,498,751	125,574,731
			310,140,308	310,428,632
2	Current Assets			
	(a) Trade Receivables	10	2,061,948	-
	(b) Cash and Cash Equivalents	11	784,258	1,096,897
	(c) Other Current Assets	12	49,940	31,850
			2,896,146	1,128,747
TOTAL			313,036,454	311,557,379
Significant Accounting Policies		1		
Notes to the Financial Statements		2 to 19		
<p>As per our report of even date attached For Mohindra Arora & Co. Chartered Accountants (FRN:006551N)</p>			<p>For and on behalf of the Board of Directors For Shree Tulsi Online.Com Limited</p>	
<p>Ashok Kumar Katial (Partner) M.No :: 09096</p>			<p>Vinod Kumar Bothra (Whole Time Director) (DIN :00780848)</p>	<p>Abhishek Kumar Jain (Director) (DIN:00054582)</p>
<p>Place : Mumbai Date : 19/05/2017</p>			<p>Biresh Kumar Thaker (Chief Financial Officer)</p>	<p>Sashi Sekhor Chowdhury (Company Secretary)</p>

SHREE TULSI ONLINE.COM LIMITED

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Statement of Profit and Loss for the year ended 31st March, 2017

Particulars		Note No.	For the year ended	For the year ended
			31st March, 2017	31st March, 2016
			Amt in Rs.	Amt in Rs.
I	Revenue from Operations	13	9,758,205	7,113,320
II	Other income	14	1,730,906	2,815,233
III	Total revenue (I+II)		11,489,111	9,928,553
IV.	Expenses:-			
	Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	15	2,075,980	-
	Employee Benefits Expenses	16	2,006,108	2,465,321
	Depreciation and Amortisation Expenses	17	385,081	707,655
	Other Expenses	18	1,972,843	3,401,952
	Total Expenses		6,440,012	6,574,928
V	Profit before tax (III-IV)		5,049,099	3,353,625
VI	Tax Expenses:			
	(1) Current Tax		1,431,000	861,000
	(2) Deferred tax		77,738	16,112
	(3) Tax in respect of earlier years		3,352,810	2,418,165
			4,861,548	3,295,277
VII	Profit for the Period(V-VI)		187,551	58,348
VIII	Earnings per Equity Share (FV of Re.10/- each)			
	(a) Basic		0.008	0.002
	(b) Diluted		0.008	0.002
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 (FRN: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 : 19/05/2017			Biresh Kumar Thaker (Chief Financial Officer)	Sashi Sekhor Chowdhury (Company Secretary)

SHREE TULSI ONLINE.COM LIMITED

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Cash Flow Statement for the year ended 31st March, 2017

PARTICULARS		For the year ended 31st March, 2017	For the year ended 31st March, 2016
		Amt in Rs.	Amt in Rs.
(A)	Cash Flow From Operating Activities		
	Net Profit before Tax	5,049,099	3,353,625
	Adjustments for :-		
	Interest Income	1,680,906	1,471,233
	Profit on Sale of Investments	50,000	1,344,000
	Depreciation and Amortisation Expenses	385,081	707,655
	Operating Profit Before Working Capital Changes	3,703,274	1,246,047
	Adjustments for :-		
	Long Term Loans & Advances	-1,555,075	-21,277,288
	Other Non Current Assets	2,075,980	5,743,001
	Trade Receivables	-2,061,948	2,200,106
	Other Current Liabilities	-139,475	3,991
	Other Current Assets	-18,090	-31,850
	Cash Generated From Operations	2,004,666	-12,115,993
	Payment of Tax	-3,352,810	-3,263,138
	Net Cash Out Flow From Operating Activities (A)	-1,348,144	-15,379,131
(B)	Cash Flow From Investing Activities		
	Sale of Investments	1,300,000	18,144,000
	Purchases of Investments	-1,945,400	-3,593,000
	Purchases of Fixed Assets	-	-117,200
	Net Cash Inflow From Investing Activities (B)	-645,400	14,433,800
(C)	Cash Flow From Financing Activities		
	Interest Income	1,680,906	1,471,233
	Net Cash Inflow From Financing Activities (C)	1,680,906	1,471,233
	Net Increase / (Decrease) in Cash & Cash Equivalents (A+B+C)	-312,638	525,902
	Cash & Cash Equivalents as at the beginning of the year	1,096,897	570,995
	Cash & Cash Equivalents as at the end of the year	784,258	1,096,897

As per our report of even date attached
For Mohindra Arora & Co.
Chartered Accountants
(FRN: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 : 19/05/2017

Biresh Kumar Thaker
(Chief Financial Officer)

Sashi Sekhor Chowdhury
(Company Secretary)

SHREE TULSI ONLINE.COM LIMITED

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Notes to the Financial Statements for year ended 31st March, 2017

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.

SHREE TULSI ONLINE.COM LIMITED

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Notes to the Financial Statements for year ended 31st March, 2017

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.

SHREE TULSI ONLINE.COM LIMITED

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Notes to the Financial Statements for year ended 31st March, 2017

Note: - 1

Significant Accounting Policies:

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.

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

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Notes to the Financial Statements for year ended 31st March, 2017

Particulars	As at 31st March, 2017	As at 31st March, 2016
	Amt in Rs.	Amt in Rs.
NOTE :-2		
SHARE CAPITAL		
AUTHORISED		
23,500,000 Equity Shares of Rs. 10/- each	235,000,000	235,000,000
ISSUED, SUBSCRIBED & FULLY PAID UP	233,625,600.00	233,625,600.00
23,362,560 (P.Y: 23,362,560)Equity Shares of Rs.10/- each fully paid-up.		
TOTAL	233,625,600	233,625,600
<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	23,362,560	23,362,560
-Amount	233,625,600	233,625,600
Equity shares outstanding at the End of the year		
-Number of shares	23,362,560	23,362,560
-Amount	233,625,600	233,625,600
(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.		

SHREE TULSI ONLINE.COM LIMITED

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Notes to the Financial Statements for year ended 31st March, 2017

Particulars	As at 31st March, 2017	As at 31st March, 2016
	Amt in Rs.	Amt in Rs.
(iii) Name of the Shareholders holding more than 5% shares in the Company :-		
Religare Finvest Ltd		
In Nos.	1,891,005	1,891,005
% Holdings	8.09%	8.09%
Sunil Exports Pvt Ltd		
In Nos.	1,938,750	1,938,750
% Holdings	8.30%	8.30%
Zipsy Tie-Up Services Pvt Ltd		
In Nos.	1,406,333	1,406,328
% Holdings	6.02%	6.02%
Manjula Jain		
In Nos.	1,198,905	1,198,905
% Holdings	5.13%	5.13%

SHREE TULSI ONLINE.COM LIMITED

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Notes to the Financial Statements for year ended 31st March, 2017

Particulars	As at 31st March, 2017	As at 31st March, 2016
	Amt in Rs.	Amt in Rs.
NOTE :-3		
RESERVES AND SURPLUS		
Capital Reserve		
As per last Balance sheet	12,319,786	12,319,786
Closing Balance	12,319,786	12,319,786
Securities Premium Reserve		
As per last Balance sheet	6,278,400	6,278,400
Closing Balance	6,278,400	6,278,400
General Reserve		
As per last Balance sheet	1,028,439	1,028,439
Closing Balance	1,028,439	1,028,439
Surplus in Statement of Profit and Loss		
Opening balance as per last Balance Sheet	57,169,429	57,111,081
Add :: Profit for the year	187,551	58,348
Closing Balance	57,356,979	57,169,429
TOTAL	76,983,604	76,796,054
NOTE :-4		
OTHER CURRENT LIABILITES		
Audit Fees Payable	74,750	74,425
Other Expenses Payable	60,500	200,300
TOTAL	135,250	274,725
NOTE :-5		
SHORT TERM PROVISIONS		
Provision for Taxation	2,292,000	861,000
TOTAL	2,292,000	861,000

SHREE TULSI ONLINE.COM LIMITED

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Notes to the Financial Statements for year ended 31st March, 2017

NOTE :-6

FIXED ASSETS

Amt in Rs.

TANGIBLE ASSETS	GROSS BLOCK			DEPRECIATION			NET BLOCK	
	As At 1st April,2016	Additions/ Deductions	As At 31st March,2017	As At 1st April,2016	For the Year	As At 31st March,2017	As At 31st March,2017	As At 31st March,2016
Plant & Equipment's	10,566,743	-	10,566,743	10,068,619	-	10,068,619	498,124	498,124
Portal	27,057,754	-	27,057,754	-	-	-	27,057,754	27,057,754
Furniture & Fixtures	8,050,195	-	8,050,195	6,915,809	339,374	7,255,183	795,012	1,134,386
Office Equipment's	5,387,612	-	5,387,612	5,118,232		5,118,232	269,380	269,380
Computers -End Uses Devices	117,200	-	117,200	44,831	45,707	90,538	26,662	72,369
TOTAL	51,179,504	-	51,179,504	22,147,491	385,081	22,532,572	28,646,932	29,032,013
Previous Year	51,062,304	117,200	51,179,504	21,439,836	707,655	22,147,491	29,032,013	

SHREE TULSI ONLINE.COM LIMITED

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Notes to the Financial Statements for year ended 31st March, 2017

Particulars	As at 31st March, 2017	As at 31st March, 2016
	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: 359,300) Equity shares of Likhmi Consulting Ltd of Rs. 10/- each, fully paid-up	3,593,000	3,593,000
3,514,683 (P.Y:3,514,683) Equity shares of Adinath Biolabs Ltd of Rs. 1/- each, fully paid-up	14,684,162	14,684,162
3,20,956 (P.Y: 320,956) Equity shares of T.Spiritual World Ltd of Rs. 10/- each, fully paid-up	7,205,824	7,205,824
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
2,200(P.Y : NIL) Equity shares of Quest Financial Services Ltd of Rs. 10/- each, fully paid-up	4,400	-
Non-Trade investments (Long Term, Valued at cost unless stated otherwise)		
Quoted Investment in Equity instruments of other Companies		
194,100 (P.Y: NIL) Equity shares of Jinprabhu Infratructure Developments Ltd of Rs. 10/- each, fully paid-up#	1,941,000	-
<i># Suspended from Trading in Stock Exchange(s)where the Shares are listed</i>		
Unquoted Investment in Equity instruments of other Companies		
NIL(P.Y:25,000) Equity shares of Newtech Corporate Services (P) Ltd of Rs.10/- each, fully paid-up	-	1,250,000
TOTAL	27,438,142	26,742,742
Aggregate amount of Quoted Investment		
- Cost	27,438,142	25,492,742
- Market Value	N.A	N.A
Aggregate amount of Unquoted Investment	-	1,250,000

SHREE TULSI ONLINE.COM LIMITED

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Notes to the Financial Statements for year ended 31st March, 2017

Particulars	As at 31st March, 2017	As at 31st March, 2016
	Amt in Rs.	Amt in Rs.
NOTE :-8		
LONG TERM LOANS AND ADVANCES (Unsecured, Considered good for recovery by the Management)		
Others	129,874,914	128,319,839
TOTAL	129,874,914	128,319,839
NOTE :-9		
OTHER NON -CURRENT ASSETS (Unsecured, Considered good for recovery by the Management)		
Long Term Trade Receivables	73,219,395	73,219,395
INVENTORIES (As taken, Valued & Certified by the Management)		
Finished Goods /Stock -In Trade (At lower of Cost or Net realizable value)	50,279,356	52,355,336
TOTAL	123,498,751	125,574,731
NOTE :-10		
TRADE RECEIVABLES (Unsecured, Considered good)		
Outstanding for a period More Than Six months from the date they are due for payment	2,061,948	-
TOTAL	2,061,948	-

SHREE TULSI ONLINE.COM LIMITED

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Notes to the Financial Statements for year ended 31st March, 2017

Particulars	As at 31st March, 2017	As at 31st March, 2016
	Amt in Rs.	Amt in Rs.
NOTE :-11		
CASH AND CASH EQUIVALENTS (As Certified by the Management)		
Balance with Banks		
-In Current Accounts	206,539	327,895
Cash on Hand	577,719	769,002
TOTAL	784,258	1,096,897
NOTE :-12		
OTHER CURRENT ASSETS (Unsecured, Considered good)		
TDS Receivable	49,940	31,850
TOTAL	49,940	31,850

SHREE TULSI ONLINE.COM LIMITED

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Notes to the Financial Statements for year ended 31st March, 2017

Particulars	For the year ended 31st March, 2017	For the year ended 31st March, 2016
	Amt in Rs.	Amt in Rs.
NOTE :-13		
REVENUE FROM OPERATION(GROSS)		
Sale/Income from Trading in Commodities and its allied products	9,758,205	7,113,320
TOTAL	9,758,205	7,113,320
NOTE :-14		
OTHER INCOME		
Profit on Sale of Investments	50,000	1,344,000
Interest Income (TDS Rs.18090/- . P.Y Rs.31850)	1,680,906	1,471,233
TOTAL	1,730,906	2,815,233
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	50,279,356	52,355,336
	50,279,356	52,355,336
Inventories at the beginning of the year		
Finished Goods /Stock -In Trade	52,355,336	52,355,336
	52,355,336	52,355,336
NET	-2,075,980	-
NOTE :-16		
EMPLOYEE BENEFITS EXPENSES		
Salaries and Wages	1,873,404	2,239,295
Staff Welfare Expenses	132,704	226,026
TOTAL	2,006,108	2,465,321

SHREE TULSI ONLINE.COM LIMITED

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Notes to the Financial Statements for year ended 31st March, 2017

Particulars	For the year ended 31st March, 2017	For the year ended 31st March, 2016
	Amt in Rs.	Amt in Rs.
NOTE :-17		
DEPRECIATION AND AMORTISATION EXPENSES		
Depreciation and amortisation for the year on tangible assets	385,081	707,655
TOTAL	385,081	707,655
NOTE :-18		
OTHER EXPENSES		
Advertisement Expenses	65,208	87,166
AGM Expenses	35,243	37,807
Auditors Remuneration	74,750	74,425
Bank Charges	144	283
Conveyance & Travelling	166,855	461,641
Directors Remuneration	336,000	336,000
Directors Sitting Fees	27,500	28,500
Filing Fees	12,600	24,600
General Expenses	128,976	568,826
Listing/Stock Exchange Fees	103,350	29,495
Postage & Courier	120,035	133,506
Printing & Stationary	125,813	242,013
Professional Fees	149,300	525,200
R&T and Dmat Charges	273,692	215,368
Rent	180,000	180,000
Repairs & Maintenance	70,372	340,694
Telephone Expenses	103,005	116,428
TOTAL	1,972,843	3,401,952

SHREE TULSI ONLINE.COM LIMITED

35TH ANNUAL REPORT 2016-17

Notes to the Financial Statements for year ended 31st March, 2017

Note: - 19

Other Notes to the Accounts:-

- During the financial year 2016-17, 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, Company Secretary cum Compliance Officer, whose names are mentioned in the Corporate Governance Report.
- Additional Information as required under paragraph 5 of Part II of Schedule III to the Companies Act, 2013 to the extent either "NIL" or "Not Applicable" has not been furnished except payment to the Auditors.

Payment to Auditors (Including Service Tax):-

(Amt in Rs.)

Particulars	2016-17	2015-16
(A) Statutory Audit Fees	57,500	57,270
(B) Tax Audit Fees	5,750	5,725
(C) Certification Fees	11,500	11,450
Total	74,750	74,425

- Contingent liability has not been provided for in respect of Income Tax matters. The concern matters are under appeal with appropriate authorities on account of dispute raised by Income Tax department. The Company is contesting the same and is of view that the disputed demands will not sustain in view of various legal pronouncement 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.77738/- (P.Y 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 Commodities and its allied product. The Company operates mainly in Indian market and there are no reportable geographical segments.
- Certain Debit Balances as stated in the financial statements are being subject to confirmation and reconciliation thereof, and the same have been taken as per the balances appearing in the books. The consequent necessary adjustments, either of a revenue nature or otherwise, if any, will be made, as and when these accounts are reconciled and confirmed.
- **Earnings per Share:**

Earnings per share is computed by dividing the net profit or loss for the year attributable to the equity Share holders by the number of equity shares outstanding during the year, as under:

Particulars	2016-17	2015-16
Net Profit for the year attributable to the equity shareholders (Rs.)	187,551	58,348
Number of equity shares outstanding (in Nos.)	23,362,560	23,362,560
Basic and diluted earnings per share (F.V. of Re.1 each)(Rs.)	0.008	0.002

SHREE TULSI ONLINE.COM LIMITED

35TH ANNUAL REPORT 2016-17

Notes to the Financial Statements for year ended 31st March, 2017

Note: - 19

Other Notes to the Accounts:-

- 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.
- The Company had made the Long Term Investments in certain company. Presently, the company is either delisted / suspended from trading in recognized stock exchanges. Keeping in view the long term business potential, the management estimates that the diminution in their values is temporary in nature and provision, if any required to be made for permanent diminution in their value will be made in forthcoming period.
- The quantity of Long Term Investments is subject to physical verification. However, the management represented that all the scrip's are in the name of the Company.
- The Company has Long Term Loans and Advances and Long Term Trade Receivables which are outstanding for a considerable period of time and considered good for recovery by the management. The management ensured that the Company has been continuously persuading to settle the amount /recovered the receivables, accordingly no provision is being considered by the management.
- The company is in the process of disposal/selling in the forthcoming period its old, slow –moving, unmoved, unusable stock –in hand of Traded Goods . As such, the management has not considered any diminution in the value of inventories.

Disclosure on Specified Bank Notes (SBNs):

In accordance with MCA notification G.S.R. 308(E) dated March 30, 2017 details of Specific Bank Notes (SBN) and Other Denomination Notes (ODN) held and transacted during the period from November 8, 2016 to December 30, 2016 is given below:

(Amt in Rs.)

Particulars	Specified Bank Notes	Other denomination notes	Total
Closing cash on hand as on November 8,2016	195,000/-	55,557/-	250,557/-
(+) Permitted Receipts/Amount Withdrawn from bank	Nil	10,000/-	10,000/-
(-) Permitted Payments	Nil	65,557/-	65,557/-
(-) Amount deposited in Banks	195,000/-	Nil	195,000/-
Closing cash on hand as on December 30,2016	Nil	Nil	Nil

Explanation: For the purposes of this clause, the term "Specified Bank Notes" shall have the same meaning provided in the notification of the Government of India, in the Ministry of Finance, Department of Economic Affairs number S.O. 3407(E), dated the 8th November, 2016.

SHREE TULSI ONLINE.COM LIMITED

35TH ANNUAL REPORT 2016-17

Notes to the Financial Statements for year ended 31st March, 2017

Note: - 19

Other Notes to the Accounts:-

- 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)
(FRN: 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 : 19/05/2017**

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

**Sashi Sekhor Chowdhury
(Company Secretary)**

SHREE TULSI ONLINE .COM LIMITED
CIN: L99999WB1982PLC035576
Regd Off: 4, N.S.Road, 1st Floor, Kolkata-700001
Phone /Fax: 033-22624717
Email: investors@shreetulsonline.com
Website: www.shreetulsonline.com

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 35th Annual General Meeting to be held on Wednesday, 20th September, 2017 at 03.00 P.M.at Celesta Hotel, RAA 43/2 VIP Road, Raghunathpur (North), Kolkata-700059.

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 Off: 4, N.S.Road, 1st Floor, Kolkata-700001
Phone /Fax: 033-22624717
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 35th Annual General Meeting to be held on Wednesday, 20th September, 2017 at 03.00 P.M.at Celesta Hotel, RAA 43/2 VIP Road, Raghunathpur (North), Kolkata-700059 and at any adjournment thereof in respect of such resolutions as are indicated below:

Signed this _____ day of _____ 2017

Affix a revenue stamp

Signature of the proxy holder

Signature of the Shareholder

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		
Adoption of Audited Financial Statement for the year ended 31/03/2017 together with the reports of Board of Directors and Auditors Report thereon (Ordinary Resolution)		
Re-appointment of Mr. Abhishek Kumar Jain (DIN: 00054582) as Director who retires by rotations and being eligible himself for re-appointment. (Ordinary Resolution)		
Ratification of Appointment of Statutory Auditors and fixing their Remuneration. (Ordinary Resolution)		
Special Business		
Re-appointment of Mr. Jyotiraaditya Singha (DIN: 02354678) as Independent Director of the Company		

***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 35th 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

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