



**Shree Tulsi
Online.Com Limited**

CIN NO.: L99999WB1982PLC035576

Date: - 20th April, 2024

To,
The Secretary,
The Calcutta Stock Exchange Limited
7, Lyons Range,
Kolkata – 700 001

To,
Listing Department,
Metropolitan Stock Exchange of India Ltd. (MSEI)
205A, 02nd Floor, Piramal Agastya Corporate Park,
Kamani Junction, Lal Bahadur Shastri Road,
Kurla West, Mumbai – 400 070

Sub: Compliance Report on Corporate Governance for the 04th Quarter and Year ended March 31, 2024

Dear Sir,

We attach herewith the quarterly compliance report on Corporate Governance as per Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in the format **(Annexure I, II & IV)** for the 04th Quarter and Year ended March 31, 2024.

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

Kindly take the same on record & oblige.

Yours faithfully,

For Shree Tulsi Online.Com Limited

SASHI SEKHOR
CHOWDHURY

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Sashi Sekhor Chowdhury
Company Secretary cum Compliance Officer
M. No: F1354



Encl.: As Above

Regd. Office: 4, Netaji Subhas Road, 1st Floor, Kolkata- 700 001.

Tel: +91-033-22624717, Email: investors@shreetulsionline.com Website: www.shreetulsionline.com

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity : Shree Tulsi Online.Com Limited

2. Quarter ending : 31st March, 2024

| I. Composition of Board of Directors | | | | | | | | | | | | |
|---|------------------------|---------------------------------|---|-----------------------------|------------------------|-------------------|---------------------|---------------|---|--|---|--|
| Title (Mr. / Ms) | Name of the Director | PAN \$ & DIN | Category (Chairperson/ Executive/Non - Executive / Independent / & Nominee) | Initial Date of Appointment | Date of Re-appointment | Date of cessation | Tenure* (in months) | Date of Birth | No of Directorship in listed entities including this listed entity (Refer Regulation 17 A (1) of Listing Regulations) | No of Independent Directorship in listed entities including this listed entity [In reference to proviso to regulation 17A(1)] | Number of memberships in Audit/ Stakeholder Committee (s) Including this listed entity (Refer Regulation 26(1) of Listing Regulations) | No of post of Chairperson in Audit/Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) |
| Mr. | Vinod Kumar Bothra | PAN:AKPPB2807F DIN: 00780848 | Whole Time Director | 28/07/2006 | 01/08/2023 | | - | 14/01/1967 | 1 | 0 | 0 | 0 |
| Mr. | Abhishek Kumar Jain | PAN:ADDPJ4501D DIN: 00054582 | Non-Executive Director / Chairperson | 10/02/2000 | 11/09/2023 | | - | 25/11/1978 | 1 | 0 | 2 | 0 |
| Mrs. | Sunita Hanuman Singhi | PAN:CCSPS3473H DIN: 06992243 | Woman Director / Non Executive - Independent Director | 02/12/2017 | 02/12/2022 | | 76 | 25/02/1968 | 2 | 2 | 4 | 2 |
| Mr. | Manoj Kumar | PAN:BJEPK4202J DIN: 03083206 | Non-Executive - Independent Director | 01/10/2020 | | | 42 | 28/02/1984 | 3 | 3 | 6 | 0 |
| Mr. | Biresk Kumar Thaker | PAN:AEIPT8949P | CFO | 31/03/2015 | | | - | 23/03/1960 | - | - | - | - |
| Mr. | Sashi Sekhor Chowdhury | PAN:ACOPC0675M | Company Secretary | 24/01/2012 | | | - | 01/01/1942 | - | - | - | - |
| Whether Regular chairperson appointed | | | | | Yes | | | | | | | |
| Whether Chairperson is related to managing director or CEO | | | | | No | | | | | | | |
| <p>\$PAN of any director would not be displayed on the website of Stock Exchange</p> <p>&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen</p> <p>* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.</p> | | | | | | | | | | | | |

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| II. Composition of Committees | | | | | |
|---|--|----------------------------------|--|----------------------------|--------------------------|
| <i>Name of Committee</i> | <i>Whether Regular chairperson appointed</i> | <i>Name of Committee members</i> | <i>Category (Chairperson/Executive/Non-Executive/independent/Nominee) \$ #</i> | <i>Date of Appointment</i> | <i>Date of Cessation</i> |
| 1. Audit Committee | Yes | Mrs. Sunita Hanuman Singhi | Chairperson / Non-Executive - Independent Director | 02/12/2017 | |
| | | Mr. Abhishek Kumar Jain | Non-Executive Director | 02/12/2017 | |
| | | Mr. Manoj Kumar | Non-Executive- Independent Director | 10/11/2020 | |
| 2. Nomination & Remuneration Committee | Yes | Mrs. Sunita Hanuman Singhi | Chairperson / Non-Executive - Independent Director | 02/12/2017 | |
| | | Mr. Abhishek Kumar Jain | Non-Executive Director | 02/12/2017 | |
| | | Mr. Manoj Kumar | Non-Executive- Independent Director | 10/11/2020 | |
| 3. Risk Management Committee(if applicable) | Yes | Mrs. Sunita Hanuman Singhi | Chairperson / Non-Executive - Independent Director | 02/12/2017 | |
| | | Mr. Abhishek Kumar Jain | Non-Executive Director | 02/12/2017 | |
| | | Mr. Manoj Kumar | Non-Executive- Independent Director | 10/11/2020 | |
| 4. Stakeholders Relationship Committee | Yes | Mrs. Sunita Hanuman Singhi | Chairperson / Non-Executive - Independent Director | 02/12/2017 | |
| | | Mr. Abhishek Kumar Jain | Non-Executive Director | 02/12/2017 | |
| | | Mr. Manoj Kumar | Non-Executive- Independent Director | 10/11/2020 | |

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

| III. Meeting of Board of Directors | | | | | |
|--|--|---|-------------------------------------|---|--|
| <i>Date(s) of Meeting (if any) in the previous quarter</i> | <i>Date(s) of Meeting (if any) in the relevant quarter</i> | <i>Whether requirement of Quorum met*</i> | <i>Number of Directors present*</i> | <i>Number of independent directors present*</i> | <i>Maximum gap between any two consecutive (in number of days)</i> |
| November 02, 2023 | February 02, 2024 | Yes | 4 | 2 | 91 days |

* to be filled in only for the current quarter meetings

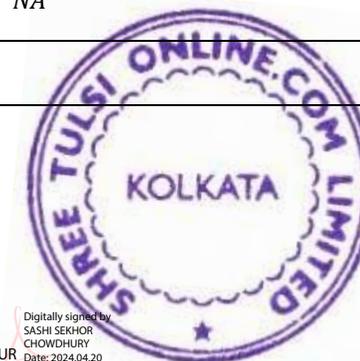
| IV. Meeting of Committees | | | | | |
|--|---|-------------------------------------|---|--|--|
| <i>Date(s) of meeting of the committee in the relevant quarter</i> | <i>Whether requirement of Quorum met (details)*</i> | <i>Number of Directors present*</i> | <i>Number of independent directors present*</i> | <i>Date(s) of meeting of the committee in the previous quarter</i> | <i>Maximum gap between any two consecutive meetings in number of days*</i> |
| Audit Committee February 02, 2024 | Yes – All Members Present | 3 | 2 | November 02, 2023 | 91 days |
| Risk Management Committee February 02, 2024 | Yes – All Members Present | 3 | 2 | November 02, 2023 | 91 days |
| Stakeholder Committee Nil | Yes – All Members Present | 3 | 2 | November 02, 2023 | NA |

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

**to be filled in only for the current quarter meetings

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| V. Related Party Transactions | |
|---|---|
| Subject | Compliance status (Yes/No/NA) refer note below |
| Whether prior approval of audit committee obtained | NA |
| Whether shareholder approval obtained for material RPT | NA |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | NA |
| Note | |
| 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated. | |
| 2 If status is "No" details of non-compliance may be given here. | |

| Details of Cyber Security Incidence | | | |
|---|----|----------------------------|----|
| Whether as per Regulations 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the Quarter | | | NO |
| Date of Event | NA | Brief Details of the Event | NA |

| VI. Affirmations |
|---|
| <p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015</p> <ol style="list-style-type: none"> Audit Committee Nomination & remuneration committee Stakeholders relationship committee Risk management committee (applicable to the top 1000 listed entities) <p>3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:</p> |
| <p>For Shree Tulsi Online.Com Limited</p> <p>SASHI SEKHOR <small>Digitally signed by SASHI SEKHOR CHOWDHURY Date: 2024.04.20 11:28:47 +05'30'</small> CHOWDHURY</p> <p>Sashi Sekhor Chowdhury Company Secretary cum Compliance Officer M. No: F1354 Company Secretary and Compliance Officer / Managing Director/Whole Time Director/ CEO /CFO</p> |



Note:

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

Format to be submitted by listed entity at the end of the financial year 31/03/2024 (for the whole of financial year)

| I. Disclosure on website in terms of Listing Regulations | | |
|---|--|---|
| Item | Compliance status (Yes/No/NA) refer note below | Web address |
| Details of business | Yes | https://www.shreetulsionline.com/Disclosures-SEBI.html |
| Terms and conditions of appointment of independent directors | Yes | https://www.shreetulsionline.com/Disclosures-SEBI.html |
| Composition of various committees of board of directors | Yes | https://www.shreetulsionline.com/Disclosures-SEBI.html |
| Code of conduct of board of directors and senior management personnel | Yes | https://www.shreetulsionline.com/Disclosures-SEBI.html |
| Details of establishment of vigil mechanism/ Whistle Blower policy | Yes | https://www.shreetulsionline.com/Disclosures-SEBI.html |
| Criteria of making payments to non-executive directors | Yes | https://www.shreetulsionline.com/Disclosures-SEBI.html |
| Policy on dealing with related party transactions | Yes | https://www.shreetulsionline.com/Disclosures-SEBI.html |
| Policy for determining 'material' subsidiaries | Yes | https://www.shreetulsionline.com/Disclosures-SEBI.html |
| Details of familiarization programmes imparted to independent directors | Yes | https://www.shreetulsionline.com/Disclosures-SEBI.html |
| email address for grievance redressal and other relevant details | Yes | https://www.shreetulsionline.com/Disclosures-SEBI.html |
| Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances | Yes | https://www.shreetulsionline.com/Disclosures-SEBI.html |
| Financial results | Yes | https://www.shreetulsionline.com/Disclosures-SEBI.html |
| Shareholding pattern | Yes | https://www.shreetulsionline.com/Disclosures-SEBI.html |
| Details of agreements entered into with the media companies and/or their associates | N.A. | |
| Schedule of analyst or institutional investors meet and presentation made by the listed by the listed entity to analyst or institutional investors simultaneously with submission to Stock Exchange | N.A. | |
| Audio or video recordings and transcripts of post earnings/quarterly calls | N.A. | |
| New name and the old name of the listed entity | N.A. | |
| Advertisement as per regulation 47(1) | Yes | https://www.shreetulsionline.com/Disclosures-SEBI.html |
| Credit rating or revision in credit rating obtained | N.A. | |
| Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year | N.A. | |
| Secretarial Compliance Report | Yes | https://www.shreetulsionline.com/Disclosures-SEBI.html |
| Materiality Policy as per Regulation 30(4) | Yes | https://www.shreetulsionline.com/Disclosures-SEBI.html |
| Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5) | Yes | https://www.shreetulsionline.com/Disclosures-SEBI.html |



| | | |
|---|---|---|
| Disclosures under regulation 30(8) | Yes | https://www.shreetulsonline.com/Disclosures-SEBI.html |
| Statements of deviation(s) or variations(s) as specified in regulation 32 | N.A. | |
| Dividend Distribution policy as per Regulation 43A(1) | N.A. | |
| Annual return as provided under section 92 of the Companies Act, 2013 | Yes | https://www.shreetulsonline.com/Disclosures-SEBI.html |
| Confirmation that the above disclosures are in a separate section as specified in regulation 46(2) | Yes | https://www.shreetulsonline.com/Disclosures-SEBI.html |
| Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating | Yes | https://www.shreetulsonline.com/Disclosures-SEBI.html |
| Disclosure of notes on website in terms of Listing Regulations explanatory [Text Block] | | |
| II Annual Affirmations | | |
| Particulars | Regulation Number | Compliance status (Yes/No/NA) refer note below |
| Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility' | 16(1)(b) & 25(6) | Yes |
| Board composition | 17(1), 17(1A) & 17(1C), 17(1D) & 17(1E) | Yes |
| Meeting of Board of directors | 17(2) | Yes |
| Quorum of Board meeting | 17(2A) | Yes |
| Review of Compliance Reports | 17(3) | Yes |
| Plans for orderly succession for appointments | 17(4) | Yes |
| Code of Conduct | 17(5) | Yes |
| Fees/compensation | 17(6) | Yes |
| Minimum Information | 17(7) | Yes |
| Compliance Certificate | 17(8) | Yes |
| Risk Assessment & Management | 17(9) | Yes |
| Performance Evaluation of Independent Directors | 17(10) | Yes |
| Recommendation of the Board | 17(11) | Yes |
| Maximum numbers of Directorship | 17(A) | Yes |
| Composition of Audit Committee | 18(1) | Yes |
| Meeting of Audit Committee | 18(2) | Yes |
| Role of Audit Committee and information to be reviewed by the audit committee | 18(3) | Yes |
| Composition of nomination & remuneration committee | 19(1) & (2) | Yes |
| Quorum for Nomination and Remuneration Committee | 19(2A) | Yes |
| Meeting of Nomination and Remuneration Committee | 19(3A) | Yes |
| Role of Nomination and Remuneration Committee | 19(4) | Yes |
| Composition of Stakeholder Relationship Committee | 20(1), (2) & 20(2A) | Yes |
| Meeting of Stakeholder Committee Meeting | 20(3A) | Yes |
| Role of Stakeholders Relationship Committee | 20(4) | Yes |
| Composition and role of risk management committee | 21(1),(2),(3),(4) | Yes |
| Meeting of Risk Management Committee Meeting | 21(3A) | Yes |
| Quorum of Risk Management Committee meeting | 21(3B) | Yes |
| Gap between the meetings of the Risk Management Committee | 21(3C) | Yes |
| Vigil Mechanism | 22 | Yes |
| Policy for related party Transaction | 23(1), | Yes |



| | | |
|---|-------------------------|------|
| | (1A),(5),(6),(7) & (8) | |
| Prior or Omnibus approval of Audit Committee for all related party transactions | 23(2), (3) | Yes |
| Approval for material related party transactions | 23(4) | N.A. |
| Disclosure of related Party Transaction on consolidated basis | 23(9) | Yes |
| Composition of Board of Directors of unlisted material Subsidiary | 24(1) | N.A. |
| Other Corporate Governance requirements with respect to subsidiary of listed entity | 24(2),(3),(4),(5) & (6) | N.A. |
| Alternate Director to Independent Director | 25(1) | N.A. |
| Maximum Directorship & Tenure | 25 (2) | Yes |
| Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism | 25(2A) | NA |
| Meeting of independent directors | 25(3) & (4) | Yes |
| Familiarization of independent directors | 25(7) | Yes |
| Declaration From Independent Director | 25(8) & (9) | Yes |
| Directors and Officers insurance | 25(10) | N.A. |
| Confirmation with respect to appointment of Independent Directors who resigned from the listed entity | 25(11) | NA |
| Memberships in Committees | 26(1) | Yes |
| Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel | 26(3) | Yes |
| Disclosure of Shareholding by Non-Executive Directors | 26(4) | Yes |
| Policy with respect to Obligations of directors and senior management | 26(2) & 26(5) | Yes |
| Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity | 26(6) | NA |
| Vacancies in respect Key Managerial Personnel | 26A(1) & 26A(2) | NA |
| Note | | |
| <p>1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</p> <p>2 If status is "No" details of non-compliance may be given here.</p> <p>3 If the Listed Entity would like to provide any other information the same may be indicated here.</p> | | |
| III Affirmations: | | |
| The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. NA | | |
| For Shree Tuls Online.Com Limited | | |
| <p>SASHI SEKHOR CHOWDHURY</p> <p>Digitally signed by SASHI SEKHOR CHOWDHURY Date: 2024.04.20 11:30:00 +05'30'</p>  | | |
| <p>Sashi Sekhor Chowdhury M. No: F1354 Company Secretary cum Compliance Officer / Managing Director/Whole Time Director/ CEO /CFO</p> | | |

Format to be submitted twice a year on a half yearly basis by listed entity at the end of every 6 months of the financial year

1. Name of Listed Entity : **Shree Tulsi Online.Com Limited**
 2. Half Year ending : **31st March, 2024**

I. Disclosure of Loans / guarantees / comfort letters / securities etc.

A. Any loan or any other form of debt advanced by the listed entity directly or indirectly to:

| Entity | Aggregate amount advanced during six months | Balance outstanding at the end of six months |
|--|---|--|
| Promoter or any other entity controlled by them | Nil | Nil |
| Promoter Group or any other entity controlled by them | Nil | Nil |
| Directors (including relatives) or any other entity controlled by them | Nil | Nil |
| KMPs or any other entity controlled by them | Nil | Nil |

B. Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

| Entity | Type (guarantee, comfort letter etc.) | Aggregate amount of issuance during six months | Balance outstanding at the end of six months (taking into account any invocation) |
|--|---------------------------------------|--|---|
| Promoter or any other entity controlled by them | Nil | Nil | Nil |
| Promoter Group or any other entity controlled by them | Nil | Nil | Nil |
| Directors (including relatives) or any other entity controlled by them | Nil | Nil | Nil |
| KMPs or any other entity controlled by them | Nil | Nil | Nil |

C. Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:



| Entity | Type of security (cash, shares etc.) | Aggregate value of security provided during six months | Balance outstanding at the end of six months |
|--|--------------------------------------|--|--|
| Promoter or any other entity controlled by them | Nil | Nil | Nil |
| Promoter Group or any other entity controlled by them | Nil | Nil | Nil |
| Directors (including relatives) or any other entity controlled by them | Nil | Nil | Nil |
| KMPs or any other entity controlled by them | Nil | Nil | Nil |

II. Affirmations:

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.

Biresh Kumar Thaker
CEO / CFO

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Note:

- These disclosures shall exclude any loan (or other form of debt), guarantee / comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt;
 - by a government company to/ for the Government or government company
 - by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.
 - by a banking company or an insurance company ; and
 - by the listed entity to its employees or directors as a part of the service conditions
- If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table.