

TULASEE BIO-ETHANOL LIMITED

Regd Office: 41/3& 41/5, VILLAGE LOHOP, LOHOP CHOWK ROAD, TAL. KHALAPUR,
DIST RAIGAD, RAIGAD MH 410202

Annual Report

2017- 18

TULASEE BIO-ETHANOL LIMITED

41/3, VILLAGE LOHOP, LOHOP CHOWK ROAD, TAL. KHALAPUR, DIST RAIGAD, RAIGAD MH 410202

CIN No.: L24115MH1988PLC048126

E- mail :tulaseebio@gmail.com Contact No.:022-25203161

NOTICE

Notice is hereby given that an Annual General Meeting of the members of Tulasee Bio-Ethanol Limited will be held on Saturday, 29th September, 2018 at 11.00 AM at Plot No. 41/3& 41/5, Village Lohop, Lohop Chowk Road, Taluka Khalapur, Dist. Raigad, Maharashtra 410202 to consider the following business:

1. To consider the appointment of Chairman.

Ordinary Business

- 1. ADOPTION OF ANNUAL REPORT**

To receive, consider and adopt the Audited Balance Sheet for the year ended 31/03/2018, the Profit and Loss account for the year ended as on the said date, the Directors' Report and the Auditors' Report thereon.

- 2. APPOINTMENT OF STATUTORY AUDITORS**

To ratify the appointment of M/s.Dharmil A.Jhaveri & Co. having membership number 163137 as statutory auditors of the company to hold office till the conclusion of next Annual General Meeting.

- 3. RE-APPOINTMENT OF RETIRING DIRECTOR MR. KAPIL NAGPAL**

Re-appoint of Mr. Kapil Nagpal (DIN: 01929335), who retires by rotation at this meeting and being eligible offers herself for re-appointment.

- 4. RE-APPOINTMENT OF RETIRING DIRECTOR MR. KISHOR RAMJI TANK**

Re-appoint of Mr. Kishor Ramji Tank (DIN: 03341324) who retires by rotation at this meeting and being eligible offers himself for re-appointment.

Place: Raigad

Date: 07/09/2018

By Order of the Board
For TULASEE BIO-ETHANOL LIMITED

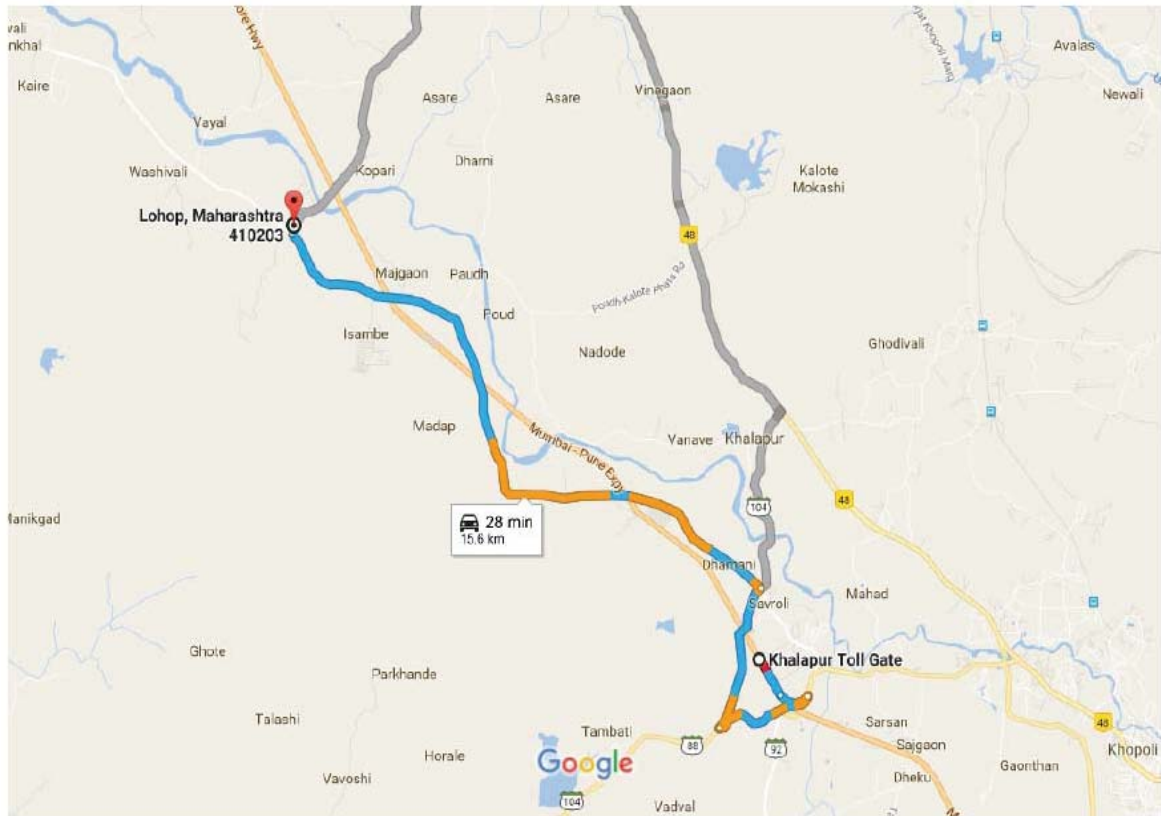
sd/-

Managing Director
Mr. Kapil Lalitkumar Nagpal
DIN: 01929335

Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE, IN CASE OF POLL ONLY, ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXIES, IN ORDER TO BE VALID, SHOULD BE DULY COMPLETED, STAMPED AND SIGNED.** A person can act as Proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights provided that a member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or member. **Proxies to be effective, must be received by the Company not less than 48 hours before the meeting.**
2. The Register of Directors and Key Managerial Personnel and their Shareholdings maintained under Section 170 and Register of Contract or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 are open for inspection at the Registered Office of the Company during the office hours on all working days, between 11.00 a.m. and 1.00 p.m. up to the date of the Annual General Meeting and will be open for inspection during the Annual General Meeting also.
3. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
4. The Register of Members and Share transfer book will remain closed on from Sunday, 23rd September, 2018 to Saturday, 29th September, 2018 (both days) inclusive for annual closing.
5. In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by Companies (Management and Administration) Amendment Rules, 2015, the Company has provided the facility to the members to exercise their votes electronically through Electronic Voting service facility arranged by Central Depository Services(India) Limited.
6. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form shall submit their PAN details to the Company.

ROUTE MAP (Khalapur Toll Naka – Lohop Village)



E-VOTING INSTRUCTIONS

Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 and as substituted by Companies (Management and Administration) Amendment Rules, 2015, the members are requested to cast their votes electronically on all the resolutions set forth in the Notice convening the Annual General Meeting to be held on Saturday, September 29, 2018 at 11 a. m. The Company has availed the services of Central Depository Services (India) Limited (CDSL) for e-voting facility. Members are requested to follow the instructions detailed below to cast their vote electronically.

The instructions for members for voting electronically are as under:-

In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on “Shareholders” tab.
- (iii) Now, select the “COMPANY NAME” from the drop down menu and click on “SUBMIT”
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are 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) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. • In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.

- (viii) After entering these details appropriately, click on “SUBMIT” tab.

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

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant on which you choose to vote.

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate.

- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk. evoting@cdslindia.com.

- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.

- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

(A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.

(B) The voting period begins on 26th September 2018 (9 a.m.) and ends on 28th September 2018 (5 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. 22nd September, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com

ATTENDANCE SLIP

(to be surrendered at the time of entry)

ANNUAL GENERAL MEETING – 29/09/2018

Shareholders attending the Meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting hall.

I hereby record my presence at the Annual General Meeting of the Company at Plot No. 41/3, Village Lohop, Lohop Chowk Road, Taluka Khalapur, Dist. Raigad, Maharashtra 410202 on 29th September, 2018 at 11.00 am.

Signature of the Shareholder/ Proxy/Representative present	
---	--

Regd. Folio	
Name of the Shareholder	
Number of Shares	

FORM NO. MGT- 11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

TULASEE BIO-ETHANOL LIMITED

Plot No. 41/3, Village Lohop, Lohop Chowk Road, Taluka Khalapur, Dist. Raigad, Maharashtra 410202

Name of the Member(s) : _____
Registered address : _____
Email id : _____
Folio No. : _____
DP ID : _____

I/We being the member(s) of above named Company, hereby appoint

1. Name : Mr. _____
Address : _____
E-mail ID : _____
Signature : _____
2. Name : Mr. _____
Address : _____
E-mail ID : _____
Signature : _____
3. Name : Mr. _____
Address : _____
E-mail ID : _____
Signature : _____

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the company, to be held on 29th September, 2018 at 11.00 am at Plot No. 41/3, Village Lohop, Lohop Chowk Road, Taluka Khalapur, Dist. Raigad, Maharashtra 410202 and any adjournment thereof.

Signed this _____ day of _____ 2018

Signature of shareholder

Signature of Proxy holder(s)

Affix
Revenue
Stamp

Note: 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.

BOARD REPORT

To the Members,

The Directors hereby submit their Board Report of the Company together with the Audited Statements of Accounts for the year ended 31st March, 2018.

1. ANNUAL RETURN

The extracts of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 is furnished below in Annexure- I (Form MGT 9) and attached to this Report.

2. DIRECTORS RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134(5) of the Companies Act, 2013 the Board hereby submits its responsibility Statement:—

(a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;

(b) the directors had 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 and of the profit and loss of the company for that period;

(c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

(d) the directors had prepared the annual accounts on a going concern basis;

(e) the directors, in the case of a listed company, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.- and

(f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

(g) the directors have complied with the provisions of applicable Secretarial standards

3. DECLARATION OF INDEPENDENT DIRECTORS

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013.

4. EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITORS AND THE PRACTICING COMPANY SECRETARY IN THEIR REPORTS

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has

appointed M/s. Sandeep P. Parekh & Co., a firm of Company Secretaries in Practice to undertake the Secretarial Audit of the Company. The Report of the Secretarial Audit is annexed herewith as "Annexure B".

Following are the unfavourable remarks of Secretarial Audit Report and our clarifications on the same are as follows:

1. The Company does not have whole time Key Managerial Personnel as per the requirement of the Section 203 of the Companies Act, 2013.

The turnover of company is not sufficient to meet the requirements specified under Section 203 of the companies Act, 2013. Further, due to non-operation in our business activity, Company is not in position to comply with this requirement even if company wishes to comply.

Hence companies' economic conditions are not favorable to its current market position due to which it is not able to appoint Company Secretary, but, the Company would be appointing the same in future and follow adequate requirements of the Companies Act, 2013.

2. The Company has not appointed Internal Auditor under Section 138 of the Companies Act, 2013.

The turnover of company is not sufficient to meet the requirements specified under Section 203 of the companies Act, 2013. Further, due to non-operation in our business activity, Company is not in position to comply with this requirement even if company wishes to comply.

Hence companies' economic conditions are not favorable to its current market position due to which it is not able to appoint Company Secretary, but, the Company would be appointing the same in future and follow adequate requirements of the Companies Act, 2013.

3. The Company has not and/or delayed filed some returns with Registrar of Companies as per Companies Act, 2013.

The Company's business operations is not active, the management has not devised a separate and independent control system. Hence, the Company has not and/or delayed filed some returns with Bombay Stock Exchange as per listing agreement and SEBI Regulations, such as, Board Meeting outcomes, Share Capital Audit Reports (under Regulation 55A), etc. due to inadvertence and oversight. However, now, the Company is properly filing all the documents with the Bombay Stock Exchange on time.

4. On the basis of available information and records, it was found that Company has Non Resident Indian Investors for which Foreign Liabilities and Asset Return under Foreign Exchange Management Act, 1999, is applicable, which has not been filed during the financial year.

The Company's business operations is not active, the management has not devised a separate and independent control system. The Company is unable to locate original source of information based on which classification of Shares has arrived. Now, the Board has taken the matter into consideration.

5. **PARTICULARS OF EMPLOYEES**

The information required pursuant to Section 197 read with Rule, 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, will be provided upon request. In terms of Section 136 of the Act, the Report