
SHREE TULSI ONLINE.COM LIMITED

[Corporate Identity Number (CIN) : L99999WB1982PLC035576]

BOARD OF DIRECTORS

Mr. V. K. Bothra	Whole Time Director
Mr. A. K. Jain	Director
Mr. J. Singha	Director
Mr. N. B. Ranabhat	Director
Mrs. C. D. Lakhotia	Director

STATUTORY AUDITORS

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

REGISTERED OFFICE

4, Netaji Subhas Road (1st Floor)
Kolkata – 700 001
Phone / Fax : 033 – 22624717
Email: investors@shreetulsionline.com
Website : www.shreetulsionline.com

COMPANY SECRETARY

Mr. S. S. Chowdhury

BANKERS

HDFC Bank
Yes Bank Limited

REGISTRAR & TRANSFER AGENT

Adroit Corporate Service Pvt. Ltd.
19, Jaferbhoy Industrial Estate,
1st Floor, Makwana Road,
Marol Naka, Andheri (E),
Mumbai – 400 059
Phone: 022 – 28590942
Fax: 022 – 28503748

SHREE TULSI ONLINE.COM LIMITED

NOTICE

NOTICE is hereby given that the 32nd Annual General Meeting of Shree Tulsi Online.Com Limited will be held on Monday, 25th August, 2014 at 04:30 P.M. at O2 VIP Hotel, VIP Road, Kaikhali, Kolkata – 700 052 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet, the Statement of Profit & Loss and the Cash Flow Statement for the year ended 31st March, 2014, together with the Reports of the Board of Directors' and Auditors' thereon.
2. To consider and if thought fit to pass with or without modification the following resolution as an Ordinary Resolution.

“RESOLVED that pursuant to the provisions of Section 139 and other applicable provisions of the Companies Act, 2013 and Rules made there under and pursuant to the recommendation of the Audit Committee of the Board of Directors M/s. Mohindra Arora & Co., Chartered Accountants (Registration No.:006551IN) be and are hereby appointed as the Auditors of the company to hold office from the conclusion of this Annual General Meeting (AGM) until the conclusion of the 36th Annual General Meeting (AGM) (Subject to ratification of the appointment by the members at every AGM held after this AGM) and that 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.”

SPECIAL BUSINESS:

3. To consider and if thought fit to pass with or without modification the following resolution as an Ordinary Resolution.

“RESOLVED that pursuant to the provisions of Section 149,152 and other applicable provisions of the Companies Act, 2013 and Rules made there under, read with schedule IV to the Companies Act, 2013, as amended from time to time Mr. Jyotiraaditya Singha (DIN:02354678), a Non Executive Independent Director of the company, who has submitted a declaration that he meets criteria for Independence as provided in section 149 (6) of the Act and who is eligible for appointment, be and is hereby as an Independent Director of the Company with effect from 29.05.2012 upto 28.05.2017, not liable to retire by rotation.”

4. To consider and if thought fit to pass with or without modification the following resolution as an Ordinary Resolution.

“RESOLVED that pursuant to Section 149,152 and applicable provisions of Companies Act, 2013 and the Rules made there under read with schedule IV to the Companies Act, 2013 Mr. N.B. Ranabat (DIN:06716666) who was appointed as an additional director (Non Executive Independent) of the company by the Board of Directors with effect from 13.11.2013 and who holds office until the next Annual General meeting in terms of Section 161 of the Companies Act, 2013 and in respect of whom the company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. N. B. Ranabat as a candidate for the office of Director of the company, be and is hereby appointed as an independent Director of the company upto 12.11.2018, not liable to retire by rotation.”

5. To consider and if thought fit to pass with or without modification the following resolution as an Ordinary Resolution.

“RESOLVED that pursuant to Section 149,152 and applicable provisions of Companies Act, 2013 and the Rules made there under read with schedule IV to the Companies Act, 2013 Mrs. Chanderkala Devi Lakhotia (DIN:06904489) who was appointed as an additional director of the

SHREE TULSI ONLINE.COM LIMITED

company by the Board of Directors with effect from 25.07.2014 and who holds office until the next Annual General meeting in terms of Section 161 of the Companies Act, 2013 and in respect of whom the company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mrs. Chanderkala Devi Lakhotia as a candidate for the office of Director of the company, be and is hereby appointed as an Independent Director of the company for a term of five years and shall hold office up to the conclusion of the Thirty Seven Annual General Meeting, not liable to retire by rotation”

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

**Date : 25.07.2014
Place : Kolkata**

**V. K. Bothra
(Whole Time Director)**

NOTES:

The relative Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (Act) in respect of the business under Item Nos.2 to 6 of the Notice, is annexed hereto.

Details under Clause 49 of the Listing Agreement with the Stock Exchange in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.

A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member. 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 meeting. Proxies submitted on behalf of limited companies, societies etc., must be supported by appropriate resolutions/authority, as applicable.

Members who are holding Company's shares in a Dematerialized form are required to bring details of their depository account No. for identification.

Members are requested to kindly notify immediately change if any, in their address to the company.

Register of Members and Share Transfer Books shall remain closed from 20/08/2014 to 25/08/2014 (Both days inclusive).

Pursuant to the Provisions of Section 205A and 205C of the Companies Act, 1956, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of transfer to Unpaid Dividend Account shall be transferred to the Investor Education and protection Fund set up by the Central Government. No claims shall lie against the company or said fund, in respect of individual amount /s which remain unclaimed or unpaid for a period of seven years from the date of payment, and no payment shall be made in respect of any such claims.

Members who have not encashed the dividend warrant (s) so far, for any of the dividends declared for the earlier year or for any subsequent year/s are requested to make their claims immediately to the Company.

Electronic copy of the Notice of the 32nd Annual General Meeting of the Company, inter-alia, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participant (s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 32nd Annual General Meeting of the Company, inter-alia, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

Voting through electronic means

In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide Members facility to exercise their right to vote at the Annual General Meeting by electronic means and the business may be transacted through e-voting services provided by Central Depository Services (India) limited (CDSL). The instructions for e-voting 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 “Shree Tulsi Online.Com Limited ” from the drop down menu and click on “SUBMIT”
- (iv) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - 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*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 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 Shree Tulsi Online.Com Limited 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 Corporates.
 - 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 August 20, 2014 at 9.00 A.M and ends on August 21, 2014 at 6.00 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 25.07.2014, 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.
- (D) Pursuant to Clause 35B of the Listing Agreement, members may fill in the Ballot Form enclosed with the Notice (a copy of the same is also part of the soft copy of the Notice) and submit the same in a sealed envelope to the Scrutinizer, Mr. Rakesh Singhi, Practicing Chartered Accountants, C/o. Shree Tulsi Online.Com Limited, 4, N. S. Road, 1st Floor, Kolkata - 700001, so as to reach by 6.00 p.m. on 21st August, 2014. Unsigned, incomplete or incorrectly ticked forms are liable to be rejected and the decision of the Scrutinizer on the validity of the forms will be final.
- (E) In the event member casts his votes through both the processes i.e. E-voting and Ballot Form, the votes in the electronic system would be considered and the Ballot Form would be ignored.
- (F) The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. July 25, 2014,
- (G) The Scrutinizer will within a period of not exceeding three (3) working days from the conclusion of the e-Voting period unlock the votes in the presence of at Least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- (H) The Results will be declared at the 32nd Annual General Meeting of the Company. The Results declared along with the Scrutinizer's Report will be placed on the Company's website www.shreetulsionline.com and on the website of CDSL within two (2) days of passing of the resolutions at the 32nd Annual General Meeting of the Company and will be communicated to Calcutta Stock Exchange limited / Bombay Stock Exchange Limited.
- (I) All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours on any working day up to the date of the 32nd Annual General Meeting of the Company.
- (J) Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their questions to the Secretary / Director of the Company so as to reach at least seven days before the date of the meeting, so that the information required may be made available at the meeting to the best extent possible.

**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 Nos. 2 to 5 of the accompanying Notice:

Item No. 2:

M/s. Mohindra Arora & Co., Chartered Accountant (Registration No. 006551N) Mumbai were appointed as the Statutory Auditors of the Company for financial year 2013-14 at the Annual General Meeting (AGM) of the Company held on 02.09.2013.

As per the provisions of Section 139 of the Act, no listed company can appoint or re-appoint an audit firm as auditor for more than two terms of five consecutive years.

In view of the above, M/s. Mohindra Arora & Co., being eligible for re-appointment and based on the recommendation of the Audit Committee, the Board of Directors has, at its meeting held on 15.07.2014, proposed the appointment of M/s. Mohindra Arora & Co., as the Statutory Auditors of the Company for a period of four years to hold office from the conclusion of this AGM till the conclusion of the 36th Annual General Meeting (AGM) of the Company (subject to ratification of their appointment at every AGM).

None of the other Directors are concerned or interested in the Resolution.

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

Item Nos. 3 to 4:

The Company had, pursuant to the provisions of Clause 49 of the Listing Agreements entered with the Stock Exchanges, appointed Mr. N. B. Ranabhat and Mr. Jyotiraaditya Singha, as Independent Directors at various times, in compliance with the requirements of the clause. Pursuant to the provisions of Section 149 of the Act, which came in to effect from 1st April, 2014, every listed public company is required to have at least one-third of the total number of directors as independent directors, who are not liable to retire by rotation.

Mr. N. B. Ranabhat and Mr. Jyotiraaditya Singha, non-executive directors of the Company, have given a declaration to the Board that they meet the criteria of independence as provided under Section 149(6) of the Act. The Company has received notice pursuant to section 160 of the Companies Act, 2013 from members with requisite deposits for proposing the appointment of aforesaid Independent Directors.

The Nomination and Remuneration Committee has recommended the appointment of these directors as Independent Directors.

In the opinion of the Board, each of these directors fulfill the conditions specified in the Act and the Rules framed there under for appointment as Independent Director and they are independent of the management.

None of Directors, key managerial personnel or their relatives, except Mr. H.M. Singhi and Mr. N.B. Ranabhat respectively to whom the resolutions relates are interested or concerned in the resolutions

Item No. 5:

Pursuant to Section 149, 152 schedules IV of the Companies Act 2013 read with Companies (appointment and qualification of Director) Rules 2014, it is proposed to appoint Mrs. Chanderkala Devi Lakhotia as independent Director of the company upto 37th AGM). A notice has been received from a member with requisite deposits for proposing Mrs. Chanderkala Devi Lakhotia as a candidate for the office of Director of the Company.

The Board of Directors at its meeting held on 25.07.2014 has appointed Mrs. Chanderkala Devi Lakhota as an additional Director on the Board of Director of the company.

None of Directors, Key Managerial Personnel or their relatives, except Mrs. Chanderkala Devi Lakhota to whom the resolutions relates is interested or concerned in the resolutions.

The Board of Directors believe that the association of the aforementioned Directors with company will be in the Interest and smooth operations of the Company and hence the Board recommends the appointment of aforementioned Directors as independent Directors as set out in item No 3 to 5 for the approval of the shareholders at the ensuing Annual General meeting

In the opinion of the Board the aforementioned Independent Directors fulfill the conditions specified in Section 149, 152 schedule IV of the Companies Act, 2013 read with Companies (appointment and qualification of Director) Rules 2014, and Clause 49 of the listing agreement (including any statutory modification (s) and such independent director are independent of management, further all the aforesaid Independent Director have given a declaration to the Board of Director to the effect that they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

Annexure to the Notice

Profile of the Independent Directors to be appointed is given below:

Mr. Jyotiraaditya Singha is well qualified and having wide experience in the field of Accounts, Finance and Taxation etc.

Mr. N. B. Ranabhat is well qualified and having wide experience and skills in the field of Accounts, Finance, Taxation and commercial Operations of the Company

Both Independent Directors have not holding any shares in the Company.

The aforesaid Independent Directors have wide experience in their respective field and handled corporate responsibility. They have substantially contributed to the growth of the Company.

They are members of Audit committee and shareholders grievance committee and Nomination and remuneration committee of the Board of the Company.

Mrs. Chanderkala Devi Lakhota is well qualified and having wide experience in the field of Marketing.
Mrs. Chanderkala Devi Lakhota is not holding any shares in the Company.

DIRECTOR'S REPORT TO THE SHAREHOLDERS

Dear Shareholders,

Your Directors are pleased to present the 32nd Annual Report together with the Audited Statement of Accounts and the Auditors Report of your company for the year ended 31st March, 2014.

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

FINANCIAL RESULTS

(Rs. in Lacs)

Particulars	31st March, 2014	31st March, 2013
Total Income	1771.44	2,183.63
Profit before Depreciation & Tax	29.26	103.07
Depreciation	12.96	17.07
Profit before Tax	16.30	86.00
Less – Tax	0.03	2.11
Profit after Tax	16.27	83.89
Add: Balance of Profits for earlier years	563.66	479.77
Balance carried to Balance Sheet	579.93	563.66

DIVIDEND

Due to requirement of funds for the existing business activities, your directors do not propose to declare any dividend for the financial year 2013-2014.

PERFORMANCE

The Total Income for the financial year under review is Rs. 1,771.44 lacs against Rs.2183.63 lacs in previous year. The Net Profit generated by the company during the year under review is Rs. 16.27 lacs as compared to Rs. 83.89 lacs during the previous year.

DIRECTORS

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

Appointment.

In terms of Section 149 of the Companies Act, 2013, an Independent Director shall hold office for a term up to five years on the Board of a Company.

The Board of Directors in their meeting held on 15.07.2014 has appointed Mr. Jyotiraaditya Singha and Mr. N. B. Ranabhat as the Independent Directors of the Company for a term of five years term up to 28.05.2017 and 12.11.2018 respectively.

Mr. H. S. Talreja resigned from the Board and Audit committee as well as / Share Holders / Investors Grievances Committee w.e.f. 13/11/2013, due to his preoccupation in other work. The Board places on record its gratitude for the services rendered by him during the tenure as director of the company.

Mr. Kuldeep Rawat resigned from the Board and Audit committee as well as / Share Holders / Investors Grievances Committee w.e.f. 26/05/2014, due to his preoccupation in other work. The Board places on record its gratitude for the services rendered by him during the tenure as director of the company.