

# **SHREE TULSI ONLINE.COM LIMITED**

**CIN No.: L99999WB1982PLC035576**

**33<sup>rd</sup> ANNUAL REPORT**  
**2014 – 2015**

# SHREE TULSI ONLINE.COM LIMITED

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## BOARD OF DIRECTORS

Mr. Vinod Kumar Bothra	Whole Time Director
Mr. Abhishek Kumar Jain	Director
Mr. Jyotiraaditya Singha	Director
Mrs. Chanderkala Devi Lakhotia	Women Director
Mr. Netra Bahadur Ranabhat	Director

## STATUTORY AUDITORS

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

## REGISTERED OFFICE

4, N.S.Road, 1st Floor  
Kolkata – 700 001  
Phone / Fax: 033 – 22624717  
Email: [investors@shreetulsonline.com](mailto:investors@shreetulsonline.com)  
Website: [www.shreetulsonline.com](http://www.shreetulsonline.com)

## COMPANY SECRETARY

Mr. Sashi Sekhor Chowdhury

## CHIEF FINANCIAL OFFICER

Mr. Biresh Kumar Thaker

## BANKERS

HDFC Bank Limited  
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 – 4227 0400 /  
022-2589 6060/2859 4060  
Fax: 022 – 28503748  
Email: [adroits@vsnl.net](mailto:adroits@vsnl.net)  
Website: [www.adroitcorporates.com](http://www.adroitcorporates.com)

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## NOTICE

**NOTICE** is hereby given that the 33<sup>rd</sup> Annual General Meeting of the Members of **SHREE TULSI ONLINE.COM LIMITED** will be held at 4.00 p.m. on Monday 28<sup>th</sup> September, 2015 at O2, VIP Hotel, VIP Road, Kaikhali Kolkata-700052, West Bengal State, 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 31<sup>st</sup> March, 2015, together with the report of the Directors' and Auditors' thereon.
2. To appoint a Director in place of Mr. Abhishek Kumar Jain (DIN 00054582), who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify the appointment of Statutory Auditor 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 to 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 (Registration No.:006551N) approved in the 32nd Annual General Meeting until 36th Annual General Meeting, be and is hereby ratified to hold the office from the conclusion of this Annual General Meeting till conclusion of the 34<sup>th</sup> Annual General Meeting to be held in the year 2016, with remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors."

### **SPECIAL BUSINESS:**

4. To consider and re-appoint Mr. Vinod Kumar Bothra (DIN 00780848) as Whole-time Director of the Company for a term of 3 (three) years and pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V of the Companies Act, 2013, and subject to the approval of the Members, consent be and is hereby accorded to the re-appointment of Mr. Vinod Kumar Bothra (DIN 00780848) as Whole-time Director of the Company for a term of three years starting from 1<sup>st</sup> August, 2015 to 31<sup>st</sup> July, 2018 on the terms and conditions including remuneration set out in the Explanatory Statement annexed to the Notice convening this Meeting, with liberty and power to the Board of Directors as recommended by Nomination and Remuneration Committee."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, 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."

5. 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 Section 186 and other applicable provisions, if any, Companies Act, 2013 and the rules framed there under ( including any statutory modification (s) re-enactment thereof for the time being in force) the provisions of MOA & AOA of the Company and other necessary approvals, if any, and to the extent required, the consent of the Company be and is hereby accorded to the Board of Directors of the Company ( hereinafter referred to as the Board which term shall include any of its duly authorized Committee or one or more directors) for making investment in shares & securities, making secured/ unsecured loans & advances and giving guarantees / indemnity to or for the benefit of companies / bodies corporate including subsidiary companies exceeding sixty percent of the Company's paid up capital and its free reserve or one hundred percent of its free reserves, provided that the total loans or investments made, guarantee given, and securities provided shall not exceed an aggregate amount of Rs. 40.00 Crores (Forty Crores only)."

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**"RESOLVED FURTHER THAT** Board be and is hereby authorized to do all such acts, deeds, matters and things inter alia for execution of deeds / documents and for prescribing the limit for investment, loan, guarantee and security to be made or provided to or in any or all body corporate / subsidiary with or without the intention of making any such body corporate including subsidiary companies or otherwise".

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

**"RESOLVED THAT** pursuant to provision of Section 14 and other applicable provisions, if any, of Companies Act 2013 and Companies (Incorporation) Rules, 2014,( including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) the existing Articles of Association of the Company be and is hereby replaced with the new set of Articles of Association, draft whereof was placed in the Meeting and was initialed by the Chairperson for the mark of identification and the new Articles of Association is be and is hereby approved and adopted as the Articles of Association of the Company in place and in substitution of the existing Articles of Association".

**"RESOLVED FURTHER THAT** the Board of Directors or any Committee thereof be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution."

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

**Date : 20/08/2015  
Place : Kolkata**

**Vinod Kumar Bothra  
(Whole Time Director)**

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## NOTES:-

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member. The proxy form should be lodged with the Company at the registered office at least 48 hours before the time of the Meeting.
2. A person can act as a 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. 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 Shareholder.
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. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
5. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No. along with their copy of Annual Report to the Meeting.
6. The Register of Members and Share Transfer Books of the Company will remain closed from 23/09/2015 to 28/09/2015, both days inclusive.
7. Shareholders are requested to promptly notify any changes in their address to the Company's Registrar and Share Transfer Agents, M/s. Adroit Corporate Service Pvt. Ltd., address 19,Jaferbhoy Industrial Estate, 1st Floor, Makwana Road, Marol Naka, Andheri (E), Mumbai – 400 059.
8. Members who have not registered their E-mail Id addresses so far are requested to register their E-mail address in case of physical holding with the Company and in case of Demat holding with the Depository Participant.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in Securities Market. Members holding shares in physical form can submit their PAN details to the Company/ M/s. Adroit Corporate Service Pvt. Ltd.
10. All documents, transfers, Dematerialization requests and other communications in relation thereto should be addressed directly to the Company's Registrar & Share Transfer Agents i.e. M/s. Adroit Corporate Service Pvt. Ltd.
11. Pursuant to Clause 47(f) of the Listing Agreement entered into with the Stock Exchanges, the Company has created an exclusive E-mail-Id: [investors@shreetulsionline.com](mailto:investors@shreetulsionline.com) for quick redressal of Shareholders/investors grievances.
12. Electronic copy of the Notice of the 33<sup>rd</sup> Annual General Meeting of the Company *inter alia* indicating the e-voting procedure along with the Attendance Slip and Proxy Form is being sent to all the Members whose E-mail address are registered with the Company/Depository Participant for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their E-mail address, physical copies of the Notice of the 33<sup>rd</sup> Annual General Meeting of the Company *inter alia* indicating the e-voting procedure along with the Attendance Slip and Proxy Form is being sent in the permitted mode.
13. All documents referred to in the Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during office hours on all working days except Saturdays between 11.00 a.m. to 1.00 p.m. up to the date of declaration of the Result of the 33<sup>rd</sup> Annual General Meeting of the Company.
14. Members are requested to bring their copy of Annual Report to the Meeting.
15. Members desirous of obtaining any information concerning accounts of the Company are requested to address their questions to the Company Secretary, so as to reach at least 10 days before the date of Meeting, to enable the information required to be made available at the Meeting, to the extent possible.
16. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the Share Certificates to M/s. Adroit Corporate Service Pvt. Ltd., for consolidation into a single folio.

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17. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their Demat Accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company M/s. Adroit Corporate Service Pvt. Ltd.
18. 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.
19. Members may also note that the Notice of 33<sup>rd</sup> Annual General Meeting and the Annual Report for the Financial Year 2014-15 will also be available on the Company's website [www.shreetulsonline.com](http://www.shreetulsonline.com) for download.
20. Profile(s) of the Director(s) seeking appointment / re-appointment, as required by Clause 49 of the Listing Agreement entered into with the Stock Exchanges, is annexed to this Notice.
21. **Voting through electronic means:**

A remote e-voting facility for the members shall also be provided in terms of Section 108 of the Companies Act, 2013 and rules made there under and Clause 35B of the Listing Agreement for its Members to enable them to cast their votes electronically with the help of Central Depository Services (India) Limited (CDSL). The facility for voting through ballot paper shall also be made available at the Meeting and members attending the Meeting who have not already cast their vote by remote e-voting shall be able to exercise the right at the Meeting. The members who have cast their vote by remote e-voting prior to the Meeting may also attend the Meeting but shall not be entitled to cast their vote again.

## The instructions for shareholders voting electronically are as under:

- (i) The remote e-voting period begins on Thursday, September 24, 2015(09.00A.M.) and ends on Saturday, September 26, 2015 (5.00 P.M.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. September 22, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.  
  
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 22, 2015, may obtain the login ID and password by sending a request at [investors@shreetulsonline.com](mailto:investors@shreetulsonline.com).
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
- (iii) Click on "Shareholders" tab.
- (iv) 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.
- (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](http://www.evotingindia.com) and voted on an earlier voting of any Company, then your existing password is to be used.
- (vii) If you are holding shares in physical form or first time user in case holding shares in demat form, follow the steps given below:

	For Members holding shares in Physical Form and Demat 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"><li>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 <b>sequence number*</b> in the PAN field.</li></ul>

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	<ul style="list-style-type: none"> <li>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.</li> </ul>
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.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>Please enter the DOB or Dividend Bank Details in order to login. If 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).</li> </ul>

**\* Sequence number shall be as per separate sheet attached with the Annual Report.**

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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.

EVS (E-voting Sequence Number)	USER ID (16 Digit Demat Account/ Folio No. of members holding shares in physical mode)	PASSWORD (as per point (vi) to (ix) of e-voting instructions)
XXXXXXXXXX		

- (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 <Company Name> 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 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 same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **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](http://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](mailto: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.

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- The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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.
- (xix) In case you have any queries or issues regarding evoting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

## **In case of Members receiving the physical copy:**

- Please follow all steps from sl. no. (i) to sl. no. (xix) above to cast vote.
- The voting period begins on 24th September, 2015 at 9:00 A.M and ends on 26th September, 2015 at 5:00 P.M During this period Share holders' of the Company, holding shares either in physical form or in Dematerialized form, as on the cut-off date 22<sup>nd</sup> September, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- 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](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- 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, M/s.V.Gulgulia & Co, Prop: Ms. Vineeta Gulgulia, Practicing Company Secretaries, C/o. Shree Tulsi Online.Com Limited, 4, N. S. Road, 1st Floor, Kolkata - 700001, so as to reach by 5.00 p.m. on 26<sup>th</sup> September, 2015. 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.
- 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.
- 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. 22<sup>nd</sup> September, 2015.

For conducting this e-voting activity in a fair and transparent manner, the Board of Directors has appointed, as Scrutinizer M/s.V.Gulgulia & Co, Prop: Ms. Vineeta Gulgulia, Practicing Company Secretaries, have been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner (including the ballot forms). The Scrutinizer shall within a period of two working days from the conclusion of e-voting period, unblock the votes in presence of at least two witnesses not in employment of the Company and makes a report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

The result shall be declared within two working days from the conclusion of AGM. The results declared along with the Scrutinizer's report shall be placed on the website [www.shreetulsonline.com](http://www.shreetulsonline.com) and on the website of CDSL and communicated to the Stock Exchange(s).

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

**Date : 20/08/2015  
Place : Kolkata**

**Vinod Kumar Bothra  
(Whole Time Director)**



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## **STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("the Act")**

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. 4 to 6 of the accompanying Notice:

### **Item No. 4:**

The tenure of Mr. Vinod Kumar Bothra expires on 31<sup>st</sup> July, 2015. Taking into consideration the valuable services rendered by him during the past nine years for the growth of the Company and subject to the approval of the Members of the Company in Annual General Meeting and based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors at their Meeting held on 20/08/2015 had reappointed Mr. Vinod Kumar Bothra as Whole-time Director of the Company for a period of three (3) years from 01<sup>st</sup> August, 2015 to 31<sup>st</sup> July, 2018 on the terms and conditions set out in the draft agreement to be entered into with him.

A summary of the material terms and conditions relating to appointment of Mr. Vinod Kumar Bothra as Whole-time Director are as follows:

### **Tenure of agreement:**

The re-appointment of Mr. Vinod Kumar Bothra has been made for a period of three years commencing from 1<sup>st</sup> August, 2015 to 31<sup>st</sup> July, 2018.

### **Nature of duties**

Mr. Vinod Kumar Bothra shall perform as Whole Time Director and exercise such power from time to time be entrusted to him subject to the superintendence and contract of the Board of Directors of the Company.

### **Remuneration**

#### ***Salary & Perquisites per month:***

-Rs. 25000/- Salary

-Rs. 10000/- Other benefits (Perquisites)

### **General**

The Whole-time Director shall not be entitled to any sitting fees for attending the Meetings of the Board or of the Committee(s) of which he is a Member.

Mr. Vinod Kumar Bothra, Whole-time Director holds directorships in the following companies:

SI No.	Name of the Company	Nature of Interest
None		

None of the other Directors of Key Managerial Personnel (KMPs) or relatives of Directors and KMPs is concerned or interested in the Resolution at item no. 4 of the accompanying Notice.

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

### **Item No. 5:**

Since the Company wants to utilize its surplus funds in other profitable avenues in excess of prescribed limit specified in Section 186 of the Companies Act, 2013, approval of the shareholders of the Company is required by way of Special Resolution to give loans, provide guarantee/security and/or invest in the Shares/Debentures/Bonds of other Body Corporate which shall exceed the limits prescribed under specified Section. The Board of Directors Recommend the Special Resolution for approval by the members.

None of the other Directors or Key Managerial Personnel (KMPs) or relatives of Directors and KMPs is concerned or interested in the Resolution at item no. 5 of the accompanying Notice.

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

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## **Item No. 6:**

The existing Articles of Association (AOA) of the Company is based on the provisions of the Companies Act, 1956. Several regulations in the existing AOA contain references to specific Sections of the Companies Act, 1956. With the enactment of the Companies Act, 2013, several clauses of the existing AOA of the Company require alteration and/or deletion. Given this position, it is considered expedient to replace the existing AOA with a new AOA. The new AOA to be substituted in place of the existing AOA inter alia incorporates among various other provisions and Table F of Schedule I of the Companies Act, 2013, which sets out the model AOA for a Company limited by shares, and also carries forward certain provisions from the existing Articles of Association suitably rephrased and which are not in conflict with the provisions of the Companies Act, 2013. Accordingly this Resolution is being placed for approval of the Members.

None of the other Directors or Key Managerial Personnel (KMPs) or relatives of Directors and KMPs is concerned or interested in the Resolution at item no. 5 of the accompanying Notice.

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