



**Shree Tulsi  
Online.Com Limited**

CIN: L99999WB1982PLC035576

# **41<sup>ST</sup> ANNUAL REPORT**

## **2022- 23**

**SHREE TULSI ONLINE.COM LIMITED**  
**L99999WB1982PLC035576**

---

**CORPORATE INFORMATION**

<b>CIN</b>	<b>: L99999WB1982PLC035576</b>	
<b>Board of Directors</b>	<b>: Mr. Vinod Kumar Bothra</b>	<b>Whole Time Director (WTD)</b>
	<b>Mr. Abhishek Kumar Jain</b>	<b>Non-Executive Director</b>
	<b>Mrs. Sunita Hanuman Singhi</b>	<b>Non-Executive Independent Director</b>
	<b>Mr. Manoj Kumar</b>	<b>Non-Executive Independent Director</b>
<b>Company Secretary (CS) Cum Compliance Officer</b>	<b>: Mr. Sashi Sekhor Chowdhury</b>	
<b>Chief Financial Officer (CFO)</b>	<b>: Mr. Biresh Kumar Thaker</b>	
<b>Registered Office</b>	<b>: 4, N. S. Road, 1<sup>st</sup> Floor, Kolkata - 700001</b> <b>Tel: +91-033-22624717,</b> <b>Email: <a href="mailto:investors@shreetulsionline.com">investors@shreetulsionline.com</a></b> <b>Website: <a href="http://www.shreetulsionline.com">www.shreetulsionline.com</a></b>	
<b>Statutory Auditors</b>	<b>: M/s. KSA &amp; Co.</b> <b>Chartered Accountants, Delhi</b>	
<b>Secretarial Auditors</b>	<b>: M/s. Veenit Pal &amp; Associates,</b> <b>Company Secretaries, Mumbai</b>	
<b>Internal Auditors</b>	<b>: M/s. Jain N. K. &amp; Co.</b> <b>Chartered Accountants</b>	
<b>Bankers</b>	<b>: HDFC Bank Limited &amp; Yes Bank Limited</b>	
<b>Registrar &amp; Transfer Agent (RTA)</b>	<b>: M/s. Adroit Corporate Services Private Limited,</b> <b>19-20, Jafferbhoy Industrial Estate, 1<sup>st</sup> Floor,</b> <b>Makwana Road, Marol Naka, Andheri (E), Mumbai-400059</b> <b>Phone: (022) 42270400</b> <b>Fax: (022) 28503748</b> <b>Email: <a href="mailto:info@adroitcorporate.com">info@adroitcorporate.com</a></b> <b>Website: <a href="http://www.adroitcorporate.com">www.adroitcorporate.com</a></b>	

## **INDEX**

<b>Sl. No.</b>	<b>Contents</b>	<b>Page No.</b>
1.	NOTICE	1
2.	NOTES	3
3.	DIRECTOR'S REPORT	16
4.	SECRETARIAL AUDIT REPORT	26
5.	CORPORATE GOVERNANCE REPORT	30
6.	WHOLE TIME DIRECTOR /CFO CERTIFICATION	49
7.	AUDITORS CERTIFICATE ON CORPORATE GOVERNANCE	50
8.	CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTOR	51
9.	DECLARATION FROM THE WTD ON COMPLIANCE OF CODE OF CONDUCT	52
10.	MANAGEMENT DISCUSSION & ANALYSIS REPORT	53
11.	INDEPENDENT AUDITORS REPORT	56
12.	BALANCE SHEET	66
13.	STATEMENT OF PROFIT & LOSS	68
14.	CASH FLOW STATEMENT	69
15.	STATEMENT IN CHAGE IN EQUITY	70
16.	NOTES TO THE FINANCIAL STATEMENTS	72
17.	OTHER NOTES TO FINANCIAL STATEMENTS	86

**SHREE TULSI ONLINE.COM LIMITED**  
**L99999WB1982PLC035576**

---

**NOTICE**

**NOTICE** is hereby given that the 41<sup>st</sup> (Forty First) Annual General Meeting (AGM) of Shree Tulsi Online.Com Limited will be held on 11<sup>th</sup> day of September, 2023, Monday at 10:30 A.M. IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

**Ordinary Business:-**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2023, together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Abhishek Kumar Jain (DIN: 00054582), a Non-Executive Director who retires by rotation in terms of Section 152 Companies Act, 2013 and being eligible has offered himself for re-appointment.
3. To approve the appointment of M/s A P T & Co LLP, Chartered Accountants (Firm Registration No. 014621C/N500088) as the Statutory Auditors of the Company

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

**"RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation of the Audit Committee and the Board of Directors of the Company thereof, the consent of the members be and is hereby accorded for the appointment of M/s A P T & Co LLP, Chartered Accountants (Firm Registration No. 014621C/N500088) as the Statutory Auditors of the Company for a period of 1 (One) year from the conclusion of this Annual General Meeting till the conclusion of 42<sup>nd</sup> Annual General Meeting in the year 2024 in place of M/s. KSA & Co. (Firm Registration No.: 003822C) whose tenure expires at this Annual General Meeting, at such remuneration as shall be fixed by the Board of Directors of the Company.

**"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 Resolutions and/or to make modification as may be deemed to be in the best interest of the Company."

**Special Business**

4. Re-appointment of Mr. Vinod Kumar Bothra (DIN: 00780848) as Whole Time Director of the Company:

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 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 01/08/2023 to 31/07/2026 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."

**SHREE TULSI ONLINE.COM LIMITED**  
**L99999WB1982PLC035576**

---

**“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 Resolutions and/or to make modification as may be deemed to be in the best interest of the Company.”

---

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

Regd. Office : 4, N. S. Road, 1<sup>st</sup> Floor, Kolkata-700001  
Email : [investors@shreetulsionline.com](mailto:investors@shreetulsionline.com)  
Website : [www.shreetulsionline.com](http://www.shreetulsionline.com)  
Date : 25<sup>th</sup> Day of July, 2023

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

**NOTES**

1. The relative Statement pursuant to Section 102 of the Companies Act, 2013 with respect to the Special Business set out in the Notice is annexed thereto.
2. In view of the situation arising due to COVID-19 global pandemic, the Ministry of Corporate Affairs (MCA) has vide its General Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020, Circular No. 2/2021 dated January 13, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No. 2/2022 dated May 05, 2022 and Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 Dated January 15, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 Dated May 13th 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 January 5<sup>th</sup>, 2023 and SEBI/HO/DDHS/DDHS-RACPOD1/P/CIR/2023/001 Dated January 5<sup>th</sup>, 2023 issued by the Securities and Exchange Board of India (SEBI) (collectively referred to as "the Circulars") companies are allowed to hold Annual General Meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC / OAVM.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. The deemed venue for the 41<sup>st</sup> (Forty First) AGM shall be the Registered Office of the Company.
6. A Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to "the Circulars" through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
7. Members of the Company under the category of Institutional Investors / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are encouraged to attend and vote at the AGM through VC. Corporate members intending to authorize their representatives to participate and vote at the AGM are requested to send a certified copy of the Board resolution / authorization letter to the Company or upload on the e-voting portal.
8. In compliance with the aforesaid Circulars, Notice of the 41<sup>st</sup> AGM and the Annual Report 2022-2023 are being sent only through electronic mode to those members whose email addresses are registered with the Company / DPs. Members may note that the Notice and Annual Report 2022-2023 will also be available on the Company's website [www.shreetulsionline.com](http://www.shreetulsionline.com), websites of the Stock Exchanges i.e. Calcutta Stock Exchange Limited (CSE) [www.cse-india.com](http://www.cse-india.com), BSE Limited (BSE) [www.bseindia.com](http://www.bseindia.com), Metropolitan Stock Exchange Limited (MSEI) [www.msei.in](http://www.msei.in) respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
9. Company is providing two way teleconferencing facility or webex for the ease of participation of the members. Link for joining the meeting is being given separately.

**SHREE TULSI ONLINE.COM LIMITED**  
**L99999WB1982PLC035576**

---

10. Recorded transcript of the meeting shall be maintained in safe custody of the Company. The registered office of the company shall be deemed to be the place of meeting for the purpose of recording of the minutes of the proceedings of this AGM.
11. Process for those shareholders whose email ids are not registered:
  - a) Members holding shares in physical mode – Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) and mobile No. by email at [info@adroitcorporate.com](mailto:info@adroitcorporate.com).
  - b) Members holding shares in demat form – Please contact your Depository Participant and register your e-mail address as per the process advised by your DP **or** provide Demat account details (CDSL-16 digit beneficiary ID or NSDL- 16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email at [info@adroitcorporate.com](mailto:info@adroitcorporate.com).
12. Pursuant to the provision of Section 91 of the Companies Act, 2013 read with Rule 10 of the Companies (Management and Administration) Rules, 2014 and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Books shall remain closed from 05/09/2023 to 11/09/2023 (both days inclusive).
13. Based on the recommendations of the Audit Committee, the Board of Directors approved the appointment of M/s A P T & Co LLP, Chartered Accountants (Firm Registration No. 014621C/N500088) as the Statutory Auditors of the Company to hold office for the first consecutive term for one (1) year from conclusion of this AGM till conclusion of 42<sup>nd</sup> (Forty Second) AGM and to fix the remuneration as set out at Item No. 3 of the Notice.
14. Profile(s) of the Director(s) seeking appointment / re-appointment, as required by Regulation 26(4) & 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and clause 1.2.5 of Secretarial Standards - 2 on General Meeting is annexed to this Notice.
15. A person who is not a member as on cut-off date should treat this Notice for information purpose only.
16. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the Members at the Registered Office.
17. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
18. Members holding shares in dematerialized mode are requested to intimate changes with respect to the Bank details, mandate, nomination, power of Attorney, change of address, change in name etc. to their Depository Participants (DP) with whom they are maintaining their demat accounts. Members holding shares in physical mode are requested to kindly notify change immediately, if any, in their address to the Company or its Registrars and Transfer Agents. These changes will be automatically reflected in company's records, which will help the company to provide efficient and better service to the members.
19. The Securities and Exchange Board of India (SEBI) vide Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated 03rd November, 2021 and further clarification vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/687 dated 14th December, 2021, wherein it was directed by SEBI to mandatorily update the PAN, KYC, Nomination details, Bank details,



**SHREE TULSI ONLINE.COM LIMITED**  
**L99999WB1982PLC035576**

---

Contact details and Specimen Signature of all the Shareholders holding Shares in physical form and compulsory linking of PAN with AADHAAR on or before April 1, 2023. SEBI has issued another circular for providing extension on above, vide Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, whereby all shareholders are instructed to complete their KYC as detailed in letter below on or before September 30, 2023, to the Company or its Registrars and Transfer Agents, M/s. Adroit Corporate Services Private Limited, 19, Jafferbhoy Industrial Estate, 1st Floor, Makwana Road, Marol Naka, Andheri (E), Mumbai - 400059, Tel: 022-42270400, Fax: 022-28503748, Email: [info@adroitcorporate.com](mailto:info@adroitcorporate.com), Website: [www.adroitcorporate.com](http://www.adroitcorporate.com).

20. Members who are holding shares in identical order of names in more than one Folio in physical form are requested to write to the Company / the Registrars to consolidate their holdings in one Folio.
21. The Equity Shares of the Company are compulsorily required to be held under DEMAT mode for trading on the Stock Exchanges, where such Equity Shares are listed. These can be held in electronic form with any Depository Participant (DP) with whom the members have their Depository Account. All the Members, holding Equity Shares of the Company in the physical form, are advised to get the same dematerialized. The Members may contact the Registrars and Share Transfer Agents of the Company at their address mentioned above in case of any query difficulty in the matter or at the Registered Office of the Company.
22. As per Regulation 40 of SEBI Listing Regulations, securities of listed entities can be transferred only in dematerialized form with effect from April 1, 2019, except in case of transmission or transposition of securities. In view of this, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact M/s. Adroit Corporate Services Private Limited, or the Company for any assistance in this regard.
23. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company mentioning their name, demat account number/folio number, email id, mobile number at [investors@shreetulsionline.com](mailto:investors@shreetulsionline.com) at least 7 days before the date of AGM. The same will be replied by the Company suitably.
24. The Members are requested to intimate for all their queries if any, pertaining to their name, postal address, e-mail address, telephone / mobile numbers, Permanent Account Number, mandates, nominations, power of attorney, bank details such as, name of the bank, branch details, bank account number, MICR Code, IFSC Code etc., to their Depository Participants ("DPs") in case the shares are held in electronic form and to M/s. Adroit Corporate Services Private Limited, Registrar and Share Transfer Agents of the Company in case the shares are held in physical form. The Member are also contact for transfer requests, or any other matter relating to their shareholding in the Company and quote their Registered Folio Numbers / Client ID Nos. in all correspondences with the Company / with the Registrars.
25. To promote green initiative, members are requested to register their e-mail addresses through their Depository Participants for sending the future communications by e-mail. Members holding the shares in physical form may register their e-mail addresses through the RTA, giving reference of their Folio Number.
26. 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.
27. In compliance with the provisions of Clause 14 of Secretarial Standards on General Meetings no gifts, gift coupons, or cash in lieu of gifts shall be distributed to Members at or in connection with the Meeting.
28. Since the AGM will be held through VC / OAVM, the Proxy Form, Attendance Slip and Route Map is not annexed in this Notice.



29. Voting through electronic means:

A remote e-voting facility is provided in terms of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is offering e-voting facility to its Members in respect of the business to be transacted at 11<sup>th</sup> September, 2023 at 10:30 A.M. IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") with request to follow the instructions for voting electronically as under.

Any person, who acquires shares of the Company and becomes a shareholder of the Company after dispatch/email of the Notice of AGM and holds shares as of the cut-off date i.e. 04<sup>th</sup> September, 2023, may obtain the login ID and password by sending a request at [investors@shreetulsonline.com](mailto:investors@shreetulsonline.com).

The facility for voting during the AGM will also be made available. Members present in the AGM through VC and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.

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

**The instructions of shareholders for remote e-voting and e-voting during AGM and joining meeting through VC/OAVM are as under:**

**Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) The e-voting period begins on Thursday, 07<sup>th</sup> September, 2023 at 09:00 A.M and ends on Sunday 10<sup>th</sup> September, 2023 at 05:00 P.M During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e., 04<sup>th</sup> September, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to **SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**SHREE TULSI ONLINE.COM LIMITED**  
**L99999WB1982PLC035576**

**Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful</li> </ol>