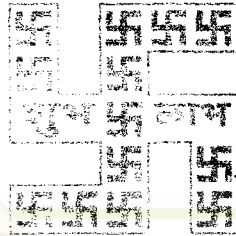


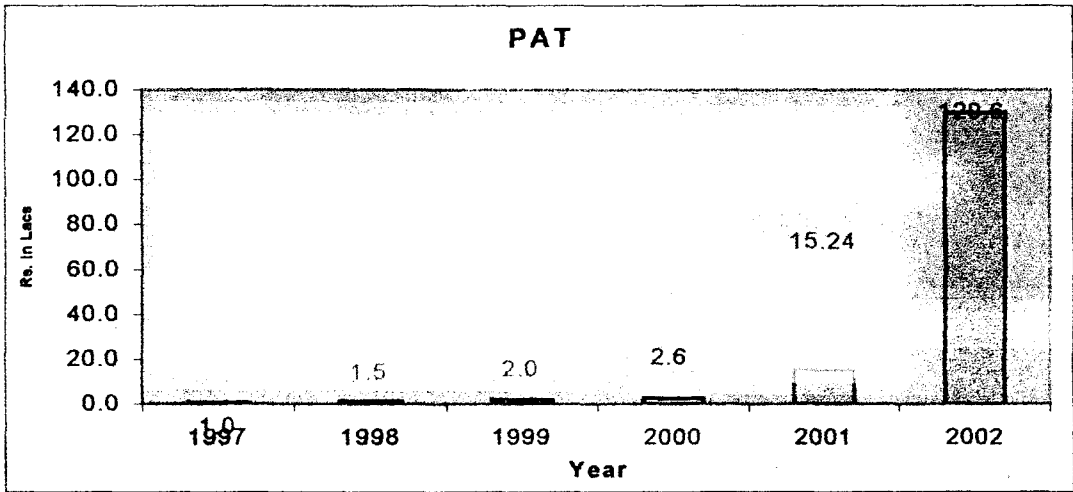
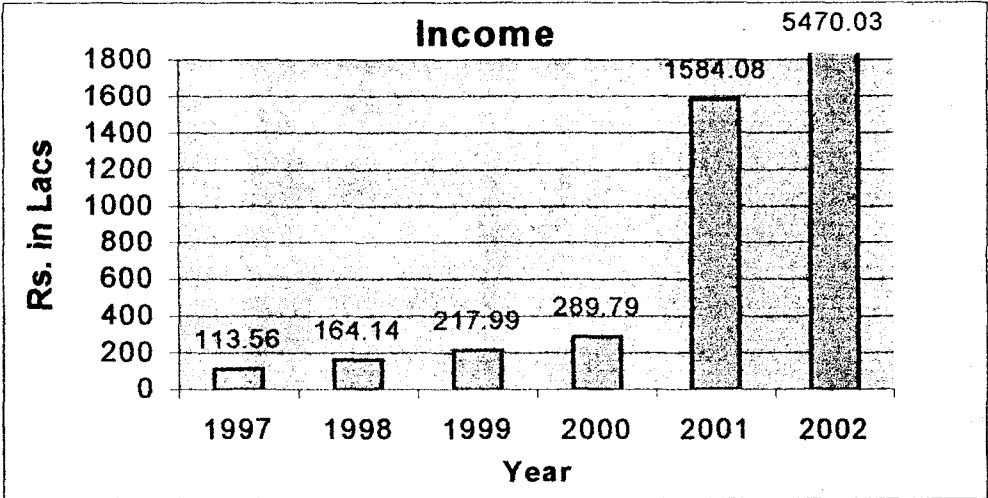
T. SPIRITUAL WORLD LIMITED



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16th Annual Report
2001 - 2002

FINANCIAL HIGHLIGHT



T. SPIRITUAL WORLD LIMITED

NOTICE

NOTICE is hereby given that the 16th Annual General Meeting of T. Spiritual World Limited will be held on Tuesday, 26th November, 2002 at 11.30 A. M. at Registered Office of the Company at P - 193, Bangur Avenue, Block - B, Kolkata - 700 055 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 30th June, 2002 and the Profit & Loss Account of the Company for the year ended on that date together with Reports of Directors and Auditor's thereon.
2. To declare dividend on Paid-up equity share capital of the Company for the financial year ended 30th June 2002.
3. To appoint a Director in place of Smt. M. Jain who retires by rotation and being eligible offers herself for reappointment.
4. To appoint Auditors of the Company/ to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting, and to fix their remuneration.

SPECIAL BUSINESS:

5. To consider and, if thought fit, to pass with or without modification the following resolution as an ordinary resolution:

"RESOLVED THAT Mr. Sanjay Otawat who was appointed as an additional Director of the Company pursuant to sec 260 of the Companies Act, and hold office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice under section 257 of the Companies Act, 1956, in writing proposing his candidature for the office of Director be and is hereby appointed as a Director of the Company subject to retirement by rotation under the Articles of Association of the Company.

6. To consider and, if thought fit, to pass with or without modification the following resolution as an ordinary resolution:

"RESOLVED that pursuant to the provision section 94 and all other applicable provision of the Companies Act 1956 and relevant provision of the memorandum and Article of Association of the company, each of the existing fully paid up equity shares of face value of Rs.10/- be and is hereby sub-divided into five equity shares of face value of Rs.2/- each."

"RESOLVED FURTHER that for the purpose of giving effect of the sub-division and issuance of the equity shares, the Board of Directors be and are hereby authorised to do all acts, deeds, matters and things as it may in its absolute discretion deem fit and necessary including but not limited to submission of any documents / returns to the Securities & Exchange Board of

India, NSDL / CDSL and The Calcutta Stock Exchange Association Ltd., The Stock Exchange, Mumbai, and other concern dept. with regards to the sub division of shares.”

“RESOLVED FURTHER that the Board is authorised to settle all question, difficulties or doubts that may arises with regards to the sub-division of equity shares as it may in its absolute discretion deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval them to expressly by the authority and passing this resolution.”

“RESOLVED FURTHER that the Board of Director be and is hereby authorised to delegate all or any of the powers herein conferred to Whole-time Director / or any other Director / Company Secretary affairs of the Company to give effect to the aforesaid resolution.”

7. To consider and, if thought fit, to pass with or without modification the following resolution as an ordinary resolution:

“RESOLVED that pursuant to the applicable provision of the Companies Act, 1956, the authorised share capital of the Company be and is hereby altered from the existing Rs.10,01,00,000/- divided 1,00,10,000 equity shares of Rs.10/- each to Rs.10,01,00,000/- divided 5,00,50,000 equity shares of Rs.2/- each and consequently the existing clause V of the Memorandum of Association, Article No. 4 in Article of Association be and are hereby altered accordingly.”

“RESOLVED FURTHER that the existing clause V of the Memorandum of Association of the Company as to the share capital be and is hereby deleted and in its place the following clause V be substituted.”

- V. The Authorised Share Capital of the Company is Rs.10,01,00,000/- (Rupees Ten Crore One Lac Only) divided into 5,00,50,000 (Five Crores Fifty Thousand) Equity Shares of Rs.2/- (Rupees Two Only) each.

8. To consider and, if thought fit, to pass with or without modification the following resolution as an ordinary resolution:

“RESOLVED FURTHER that the existing Article 4 of the Article of Association of the Company be and is hereby deleted and in it place the following Article 4 be substituted.”

4. The Authorised Share Capital of the Company is Rs.10,01,00,000/- (Rupees Ten Crore One Lac Only) divided into 5,00,50,000 (Five Crores Fifty Thousand) Equity Shares of Rs.2/- (Rupees Two Only) each.

By Order of the Board
For T. Spiritual World Limited

Director

Date: 30th September 2002
Place: Kolkata

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of himself/herself and such proxy need not be a member of the company.
2. Members who are holding Company's shares in Dematerialized form are required to bring details of their depository account number for identification.
3. Proxies in order to be effective must be received at the Company's registered office at P - 193, Bangur Avenue, Block - B, Kolkata - 700 055 not less than 48 hours before the time fixed for the meeting.
4. Register of Members and Share Transfer Books shall remain closed from 19.11.2002 to 26.11.2002 (Both days inclusive).
5. The Board of Directors of the Company has recommended for declaration at this Annual General Meeting, a dividend of Rs.0.90 on every equity share of Rs.10/- each, for the year ended 30th June 2002 out of the profits of the Company for the said year. The dividend, if declared, will be payable on or after 20.12.2002 to those members whose names are on the register of members of the Company on 26.11.2002. In respect of share held in dematerialised form, the dividend will be paid on the basis of beneficial ownership as per details furnished by the depositories for this purpose.
6. Members are requested to kindly notify immediately change if any in their address to the Company.
7. Explanatory statement as required u/s 173(2) of the companies act, 1956 in respect of item No. 5 to 8 is annexed and forms parts of this notice.



EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956.

Item No.5

Sri Sanjay Otawat was appointment as an Additional Director of the Company with effect from 1st January 2002 holds office only upto the date of the forthcoming Annual General Meeting of the Company but being eligible offers himself for appointment. In terms of Section 257 of the Companies Act, 1956 the Company has received Notice in writing along with the required deposit from a Member signifying his intention to propose the candidature of Sri Sanjay Otawat for the office of the Director.

The Board recommends the resolution for the approval of members.

Except for Sri Sanjay Otawat no other Director is in any way concerned or interested in the Resolution under Item No.5.

Item No.6

The Board of Director of the Company recommended a sub division of each equity shares of face value of Rs.10/- into five equity shares of face value of Rs.2/- each. The Board is of the opinion that the proposed sub-division of the shares will improve the liquidity of the shares of the Company and ensure wider participation by the various investors. The Board requires approval of the members by way of an ordinary resolution pursuant to sec 94 of the Companies Act, 1956 for making sub-division of existing equity shares. The resolution if passed will have the effect of entitling the holders of the equity shares to receive the five equity shares of face value of Rs.2/- each for every equity share.

The Board recommends the resolution for the approval of members.

None of the Directors of the Company are interested in the said resolution except to the extent of their holding.

Item No.7 & 8

As a result of sub-division of existing equity shares of face value of Rs.10/- per share into five equity share of face value of Rs.2/- each, the authorised share capital of Rs.10,01,00,000/- will be divided into 5,00,50,000 equity shares of Rs.2/- each as against the existing 1,00,10,000 equity shares of Rs.10/- each.

The Board recommends the resolution for the approval of members.

None of the Directors of the Company are interested in the said resolution except to the extent of their holding.

COPIES OF THE MEMORANDUM AND ARTICLES OF ASSOCIATION AND OTHER RELEVANT PAPERS ARE AVAILABLE FOR INSPECTION AT THE REGISTERED OFFICE OF THE COMPANY DURING THE BUSINESS HOURS.

T. SPIRITUAL WORLD LIMITED

DIRECTOR'S REPORT TO THE SHAREHOLDERS

Dear Shareholder,

Your Directors are pleased to present the 16th Annual Report together with the Audited Statement of Accounts and the Auditors Report of your company for the Year Ended 30th June 2002. The Financial highlights for the year under review are given below:

FINANCIAL RESULTS

	(Rs. In Lacs)	
	30 th June, 2002	30 th June , 2001
Total Income	5470.03	1584.08
Profit Before Depreciation and Tax	224.95	51.41
Depreciation	24.60	27.58
Profit Before Taxation	200.35	23.82
Provision for Tax	70.75	8.58
Profit after Tax	129.60	15.24
Add: Balance of Profits for earlier years	23.85	8.61
Balance available for Appropriation	153.45	23.85

APPROPRIATIONS

Dividend	45.00	NIL
General Reserve	12.96	NIL
Balance carried to Balance Sheet	95.48	23.85

DIVIDEND

Your Directors have recommended a dividend of 9% (Previous Year Nil) on Equity Shares for the financial year 2001-02, subject to deduction of tax at source. The dividend will absorb an amount of Rs. 45,00,450/- (Previous Year Nil).

PERFORMANCE

Your Directors are pleased to inform you that your company is successfully managing the growth with great success and promise for the future. All efforts are well received in the technology front and we wish to create a model company to the advantage of our investors.

The financial results of the year ended 2002 are extremely encouraging for your company. Your Company's gross revenue has grown from Rs. 1584.08 lacs in 2001 to Rs. 5470.03 lacs during 2002, registering an appreciable growth rate of 245 % over the last year. The Net Profit generated by the company during the year under review is Rs. 128.83 lacs, as compared to the previous years Rs.15.24 lacs. In spite of sluggish market conditions, your company could achieve better net profit and your management is striving hard to improve the performance.

NAME CHANGE

The board of directors of your company decided to enter in business activities relating of spirituality and subsequently the name of the company is changed from "*Shree Shubhlabh Infoline.Com Limited*" to "*T. Spiritual World Limited*".

INDIAN ECONOMIC SCENARIO

Real GDP growth for the Indian economy for the year 2001-02 has been revised downwards to 5.2%, from previous estimated of 6%. Although the downward revision is significant in all the three major sectors, agriculture registered the lowest growth of 0.2%. The share of agriculture and allied sectors in real GDP is currently 24% and, therefore, performance of this sector has an important bearing on the growth prospects, not only directly but also indirectly via demand for non-agricultural products.

The current economic trends do not indicate any improvement. Industrial production has decelerated to 2.1 % in the first three months of 2001-02 from 6.1 % in April-June last year. The manufacturing sector with the largest share in the index of industrial production suffered a substantial decline. Investment activity has remained sluggish, affecting capital goods production and imports. Nonfood credit off-take from the banking system has been quite low. Private sector investment has had to contend with slowing demand and infrastructural constraints. Turbulence in stock exchanges and apprehensions of liquidity/ payment problems has depressed investor sentiment.

BUSINESS OPERATIONS OVERVIEW & FUTURE OUTLOOK

Your company, an upcoming Information Technology company, plans to offers users in India a range of services and solution in areas like systems design and development, systems engineering, multi-vendor networking, consultancy, installation, training, maintenance and total facilities management. The company

has extensive and continually updated expertise in real-time, on-line systems, process control, image processing, data communications, networking, parallel architectures etc. It is this totality of expertise that will enable your company to develop a variety of superior IT products and to execute a number of complex and challenging projects.

Now the company wishes to diversify into the spirituality sector, by setting up various business divisions. These divisions will be set up in a phased manner and not all at the same time. Also the Company plans to establish a trust that will set up and manage a Children welfare center that will cater to the underprivileged children.

Apart from its Software Development & Information Technology business activities, your company plans to set-up following strategic business units (SBU) –

- *Spiritual Website* - This portal will be dedicated to the pursuit of enhancing the health and connectivity between the mind, body, and spirit by offering information, services, and a place to learn and perform various religions, practices and therapies.
- *Spiritual Store* - This Specialty Retail Store will provide consumers with access to reading materials, health and well-being resources, and clothing.
- *Spiritual Education & Training* - The Spiritual Education & Training division work to hold Preksha meditation camps at the resort, provide treatments using Preksha Dhyana and train people to become teachers of Preksha Dhyana.
- *Spiritual Publishing* - The Spiritual Publishing division will be dedicated to the publishing and distribution of the books, audiotapes / CDs, videotapes / CDs which will be all about inspiring a person to live a healthy, balanced and fulfilling life.
- *Spiritual Clinic* - The Spiritual Clinic will be a primary care clinic planned to provide all services as required for the point of contact clinic for a defined mental, emotional, physical or spiritual condition to be treated using alternative and complementary medicine.
- *Spiritual TV Channel* - The Spiritual Channel will be a TV channel covering religious and spiritual programs and also programs on subjects which give inner peace, enhances mental power, imbibes discipline, concentration and devotion and makes the people aware of the higher values of life.
- *Spiritual Resort* - Through a variety of classes, workshops and consultations a visitor of the resort will be able to focus on health issues, combating stress, weight management or a variety of other wellness concerns.

- *Children Welfare Center (Through a trust)* - It will be engaged in a gamut of activities, from educating children to giving them a healthy and fulfilling environment so that the child does not really go without amenities.

INDUSTRY SCENARIO

INFORMATION TECHNOLOGY

India grossed annual revenue of Rs 48,000 crore (US\$ 10.1 billion) during 2001-02, from Rs. 37,760 crores (US\$ 8.26 billion) in 2000-01, registering an overall growth of 27% in rupee terms. The growth in dollar terms was 22%. NASSCOM's annual survey findings reveals that, of the total revenue of Rs. 48,000 crore for the IT software and services sector, exports grossed Rs. 36,500 crore (US\$7.68 billion) of revenue while the domestic software market contributed Rs. 11,500 crore (US\$ 2.42 billion).

Software Exports Grew by 30 per cent

The growth in software services exports has been at a healthy 29% during a difficult year for many industries. The growth engine of exports this year has been the ITES sector, which grew at a stupendous 67% while IT Services grew at 22%.

"The interesting trend seen during the year was the tremendous growth in offshore delivery. Billing through offshore increased by 64% to Rs. 18,000 crore in the year 2001-2002 from Rs.10,950 crore in the year 2000-2001. In comparison to this, onsite billings increased by 7% from Rs. 15,900 crore in 2000-2001 to Rs. 17,000 crore in 2001-2002", said Mr. Karnik

Trends in Service Lines and Verticals in IT Service companies

NASSCOM's annual industry survey reveals consolidation and growth in existing service lines and encouraging growth in new service lines during 2001-02. Customer Application Development and Maintenance increased from Rs. 11,375 crore (US\$2.5 billion) to Rs. 12,588 crore (US\$2.65 billion) in 2001-02 and Application outsourcing grew from Rs. 7737 crore (US\$1.7 billion) to Rs. 8,788 crore (US\$1.85 billion). Similarly packaged software installation and support increased from Rs. 910 crore (US\$ 0.20 billion) to Rs. 4,25 crore (US\$ 0.3 billion) during 2001-02.

Amongst the verticals, BFIS (Banking, Finance and Insurance Services) continued to dominate the verticals with its share increasing to 22% in 2001-2002 from 20% during 2000-2001. Similarly contribution from telecom also increased to 14% in 2001-02 from 12% in 2000-01. Manufacturing was one of the highest growth verticals with its share increasing from 12% in 2000-01 to 16% in 2001-02.