

T. SPIRITUAL WORLD LIMITED

CIN No.: L63040WB1986PLC040796

**29TH ANNUAL REPORT
2014 – 2015**

T. SPIRITUAL WORLD LIMITED

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| | | | |
|---|----|--|---------------------|
| BOARD OF DIRECTORS | :: | Mr. Baldev Singh | Whole Time Director |
| | :: | Mr. Abhishek Kumar Jain | Director |
| | :: | Mr. Rajendra Singh | Director |
| | :: | Mr. Manoj Kumar Bothra | Director |
| | :: | Mrs.Chanderkala Devi Lakhota | Women Director |
| | :: | Mrs.Sharmila Ranabhat | Director |
| COMPANY SECRETARY AND COMPLIANCE OFFICER | :: | Mr. Pradeep Soni | |
| REGISTERED OFFICE | :: | 4, N. S. Road, 1 st Floor, Kolkata - 700 001 Phone / Fax: 033 – 2231 5717 Email: complianceofficer@tspiritualworld.com Website: www.tspiritualworld.com | |
| BANKERS | :: | HDFC Bank | |
| AUDITORS | :: | M/s. S. R. Ghedia & Associates Chartered Accountants, Mumbai | |
| REGISTRAR & TRANSFER AGENT | :: | Bigshare Services (P) Ltd. E-2, Ansa Industrial Estate, Sakivihar Road, Sakinaka, Andheri (E), Mumbai – 400 072 Phone : 022 – 2847 0652 /4053 0200 Fax : 022 – 2847 5207 Email: info@bigshareonline.com | |

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NOTICE

NOTICE is hereby given that the 29th Annual General Meeting of **T. Spiritual World Limited** will be held **on Monday, 28th September, 2015 at 11.30 A.M. at Orbit Hotel, RB – 29, Raghunathpur, VIP Road, Kolkata – 700 059** 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, 2015, together with the report of the Directors' and Auditors' thereon.
2. To appoint a Director in place of Mr. Abhishek Kumar Jain (DIN No. 00054582), who retires by rotation and, being eligible, offers himself for reappointment.
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. S. R. Ghedia & Associates, Chartered Accountants (Firm Registration No. 118560W), approved in the 28th Annual General Meeting until 32nd Annual General Meeting, be and is hereby ratified to hold the office from the conclusion of this Annual General Meeting till conclusion of the 30th 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 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. Sharmila Ranabhat (DIN No. 06987476) who was appointed as director of the Company by the Board of Directors with effect from 25/09/2014 and who holds office until the of 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 her intention to propose Mrs. Sharmila Ranabhat as a candidate for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company, with effect from 25 September, 2014 up to 24 September, 2019, not liable to retire by rotation.”

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).”

“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.”

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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.”

Place : Kolkata
Date : 20/08/2015

By Order of the Board
For T. Spiritual World Limited

Baldev Singh
(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/herself and such proxy need not be a member of the Company. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other member.
2. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the Meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate Resolutions/authority, as applicable.
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. Members who holds shares in dematerialized form are requested to write their DP ID and Client ID number(s) and those who hold share(s) in physical form are requested to write their Folio Number(s) in the attendance slip for attending the Meeting to facilitate identification of membership in the Meeting.
5. Register of Members and Share Transfer Books shall remain closed from 23/09/2015 to 28/09/2015 (Both days inclusive).
6. 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.
7. Members are requested to kindly notify immediately change, if any, in their address to the Company.
8. The relative Statement pursuant to Section 102 of the Companies Act, 2013, with respect to the Special business set out in Item Nos. 4 to 6 above, is annexed hereto. All documents referred to in the Notice and explanatory statements are open for inspection at the registered office of the Company on all working days, except Sunday between 11:00 A.M. to 1:00 P.M. up to the date of the Annual General Meeting.
9. 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.
10. Electronic copy of the Annual Report, 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 Participants(s) 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 Annual Report is being sent in the permitted mode.
11. 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.
12. Members may also note that the Annual Report for F.Y.2014-15 will also be available on the Company's website www.tspiritualworld.com
13. Members who wish to obtain information concerning the Accounts of the Company may send their queries at least 10 days before the date of Meeting, to the Company Secretary, at the registered office of the Company.
14. 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.

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15. 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 complianceofficer@tspiritualworld.com.
- (ii) The shareholders should log on to the e-voting website 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 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"> 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 sequence number* in the PAN field. 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. |
| 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"> 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). |

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

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

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- (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 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.
 - 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.
 - 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.
 - 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 under help section or write an email to helpdesk.evoting@cdslindia.com.

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In case of Members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xix) above to cast vote.
- (B) The voting period begins on Thursday, September 24, 2015 at 9:00 a.m. IST and ends on Saturday, September 26, 2015 at 5:00 p.m. IST. During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on Tuesday, September 22, 2015, 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, M/s.V.Gulgulia & Co, Prop: Ms. Vineeta Gulgulia, Practicing Company Secretaries, C/o. T. Spiritual World Limited, 4, N. S. Road, 1st Floor, Kolkata – 700001, so as to reach by 5.00 p.m. on 26th 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.
- (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. 22nd 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.tspiritualworld.com** and on the website of CDSL and communicated to The Calcutta Stock Exchange Ltd and BSE Limited.

Place : Kolkata
Date : 20/08/2015

By Order of the Board
For T. Spiritual World Limited

Baldev Singh
(Whole Time Director)

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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 No. 4 to 6 of the accompanying Notice:

Item No. 4:

Pursuant to Section 149, 152 Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualification of Director) Rules, 2014, it is proposed to appoint Mrs. Sharmila Ranabhat as Independent Director of the Company from 25 September, 2014 up to 24 September, 2019. The Company has also received notice pursuant to Section 160 of the Companies Act, 2013 from members proposing the appointment of aforesaid Independent Directors.

The Board of Directors at its Meeting held on 25/09/2014 has appointed Mrs. Sharmila Ranabhat as an Additional Director on the Board of Director of the Company.

Mrs. Sharmila Ranabhat is qualified and having wide experience in the field of Marketing.

Mrs. Sharmila Ranabhat is not holding any shares in the Company.

As per the provisions of Section 149 of the Companies Act, 2013 ("Act") which has come into force with effect from 1 April, 2014, the matter regarding appointment of Mrs. Sharmila Ranabhat as Independent Director was placed before the Nomination and Remuneration Committee, which commends her appointment an Independent Director from 25 September, 2014 up to 24 September, 2019 and is not liable to retire by rotation. Mrs. Sharmila Ranabhat has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act.

Copy of the draft letter for appointment of Mrs. Sharmila Ranabhat would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

None of the Directors or Key Managerial Personnel (KMPs) or relatives of directors or KMPs, except Mrs. Sharmila Ranabhat, is concerned or interested in the Resolution at Item No. 4 of the Notice. Mrs. Sharmila Ranabhat and her relatives are interested or concerned in the Resolution concerning her appointment proposed at agenda Item No. 4.

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 (Act), 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 of 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.

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 of Key Managerial Personnel (KMPs) or relatives of Directors and KMPs is concerned or interested in the Resolution at item no. 6 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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DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING (Pursuant to Clause 49 of the Listing Agreement)

| | | |
|--|--|---|
| Name of the Director | Mrs.Sharmila Ranabhat | Mr.Abhishek Kumar Jain |
| Date of Birth | 03/02/1987 | 25/11/1978 |
| Date of Appointment | 25/09/2014 | 10/02/2000 |
| Qualifications | B.Com | B.Com |
| Expertise in specific functional areas and years | She is having vast experience in the field of Marketing. | He is having vast experience in the field of Accounts, Financial Matters etc. |
| List of Other Directorship held | Adinath Biolabs Limited (L24230WB1982PLC034492) | Sidh Management Corporate Services Limited (L65999DL1985PLC019846) Adinath Biolabs Limited (L24230WB1982PLC034492) Shree Tulsi Online.Com-Limited (L99999WB1982PLC035576) T. Spiritual Lifestyle Limited (U85199WB2006PLC108028) Jayant Securities Pvt. Limited (U67120WB1992PTC056865) Tamkor Enterprises Pvt. Limited (U70101WB1991PTC052454) TSW Infotech Limited (U30009WB2006PLC108029) |
| Chairman/Member of the Audit Committee of the Board of Directors of the other Companies in which he/she is a Director | NIL | Sidh Management Corporate Services Limited Member Shree Tulsi Online.Com Limited Member |
| Chairman/Member of the Stakeholders Relationship Committee of the Board of Directors of the other Companies in which he/she is a Director | Adinath Biolabs Limited Member | Sidh Management Corporate Services Limited Member Shree Tulsi Online.Com Limited Member |
| Shareholding in the Company | NIL | 1000 Equity Shares |