



30TH ANNUAL REPORT 2015 - 16

T.Spiritual World Limited

30th Annual Report 2015-16

CORPORATE INFORMATION

CIN	::	L63040WB1986PLC040796	
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 Lakhotia	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	
STATUTORY AUDITORS	::	M/s.S. R. Ghedia & Associates Chartered Accountants, Mumbai	
INTERNAL AUDITORS	::	M/s.Mohindra Arora & Co Chartered Accountants, Mumbai	
SECRETARIAL AUDITORS	::	M/s.Veenit Pal & Associates, Company Secretaries, Mumbai	
REGISTRAR & TRANSFER AGENT	::	M/s.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 30th (THIRTIETH) Annual General Meeting of **T. Spiritual World Limited** will be held on **Monday, 26th September, 2016 at 4.15 P.M. at CELESTA HOTEL, RAA 43/2 VIP Road, Raghunathpur, (North), Kolkata-700059** to transact the following business:

ORDINARY BUSINESS::

1. To receive, consider and adopt the Audited Financial Statements of the Company consisting of the Balance Sheet as at 31st March, 2016 the Statement of Profit & Loss and the Cash Flow Statement for the year ended on that date and the Explanatory notes annexed to and forming part of the said documents together with the report of the Directors' and Auditors' thereon.
2. To appoint a Director in place of Mr. Rajendra Singh (DIN No. 00780935), who retires by rotation and, being eligible, offers himself for reappointment.
3. To ratify the appointment of Statutory Auditors and to fix their remuneration and in this regard to consider, and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 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 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, as Statutory Auditors of the Company for the Financial year 2016-2017, to hold the office from the conclusion of this Annual General Meeting till conclusion of the Thirty First (31st) Annual General Meeting to be held in the year 2017, and that the Board of Directors be and is hereby authorized to fix such remuneration as may be determined by the Audit Committee in consultation with the Auditors."

SPECIAL BUSINESS::

4. To consider, and if thought fit, to 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 Regulation 36 of the SEBI(Listing Obligations and Disclosure Requirements), Regulations 2015, subject to the approval of the Members, consent of the Company be and is hereby accorded to the re-appointment of Mr. Baldev Singh (DIN: 00004136) as Whole-time Director for a further period of 3(Three) Years of the Company i.e for a term of 3 (Three) years starting from 1st July, 2016 to 30th June, 2019 on the terms and conditions including remuneration as 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 and execute all such documents, Instruments, writings as may be necessary required, 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."

**By Order of the Board
For T. Spiritual World Limited**

**Baldev Singh
(Whole Time Director)
(DIN: 00004136)**

Regd Office:

**4 N.S. Road, 1st Floor
Kolkata - 700 001**

**CIN : L63040WB1986PLC040796
Email : complianceofficer@tspiritualworld.com
Website : www.tspiritualworld.com
Date : 22/08/2016**

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NOTES::

1. A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint one or more proxies to attend and vote on a poll instead of himself/ herself and such proxy need not be a Member of the Company. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than Forty-Eight hours before the commencement of AGM. The Instrument of Proxy in Form MGT 11 to be used in this AGM is enclosed.

Pursuant to Section 105 of the Companies Act, 2013 read with clause 6 of the Secretarial Standard- 2, issued by the Institute of Company Secretaries of India, a person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than Ten (10%) of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than Ten(10%) of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
2. Corporate Members/ Societies intending to send their authorized representatives to attend the AGM are requested to send a duly certified copy of the Board of Directors / Governing Board Resolution authorizing their representatives to attend and vote on their behalf at the AGM.
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. Register of Members and Share Transfer Books shall remain closed from 20/09/2016 to 26/09/2016 (Both days inclusive).
5. Members holding the equity shares under multiple folios in identical order of names are requested to consolidate their holdings into one folio.
6. Members who hold shares in dematerialized form are requested to write their DP ID/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 and requested to bring 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 or its Registrars and Transfer Agents
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number ('PAN') by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN details to their respective Depository Participants. Members holding shares in physical form are requested to submit their PAN details to the Company or its Registrars and Transfer Agents, M/s. Bigshare Services Private Limited, E-2, Ansa Industrial Estate, Sakivihar Road, Sakinaka, Andheri (E), Mumbai – 400 072. Phone: 022-28470652 /40530200, Fax: 022-28475207 Email: info@bigshareonline.com.
9. The Equity Shares of the Company is 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.
10. The relative Statement pursuant to Section 102 of the Companies Act, 2013, with respect to the Special business set out in Item No. 4 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.
11. Profile(s) of the Director(s) seeking appointment / re-appointment, as required by Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is annexed to this Notice.
12. Pursuant to Section 101 and 136 of the Act, read with Rule 11 of the Companies (Accounts) Rules, 2014, Electronic copy of the Annual Report for the Financial year 2015-16 inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members who hold shares in dematerialised mode and whose e-mail IDs are registered with their respective DPs, unless any Member has requested for a physical copy of the same. For those members who have not registered their e-mail address, physical copies of the said Annual Report is being sent in the permitted mode.
13. A person who is not a member as on cut-off date should treat this Notice for information purpose only.

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14. 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.
 15. Members may also note that the Annual Report for F.Y.2015-16 will also be available on the Company's website www.tspiritualworld.com.
 16. Members who wish to obtain information concerning the Annual Report of the Company may send their queries at least 7 days before the date of Meeting, to the Company Secretary, at the registered office of the Company.
 17. 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.
 18. The Members are requested to contact the Company's Registrars and Share Transfer Agents, Bigshare Services Private Limited, Mumbai for all their queries, 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.
 19. 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 Annual General Meeting.
 20. Attendance slip, proxy form and the route map of the venue of the Meeting is annexed hereto.
 21. **Voting through electronic means:**

A remote e-voting facility is provided in terms of Section 108 of the Companies Act, 2013, Rules 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to its Shareholders by the Company to enable them to cast their votes electronically with the help of Central Depository Services (India) Limited (CDSL) on resolutions proposed to be considered at the 30th (THIRTIETH) Annual General Meeting (AGM).

The facility for voting through ballot paper shall be made available at the Annual General Meeting to the Shareholders attending the Meeting who have not cast their vote by remote e-voting shall be able to exercise the right to vote at the Meeting through ballot paper.

The Shareholders 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.

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 19, 2016, may obtain the login ID and password by sending a request at complianceofficer@tspiritualworld.com.

The instructions for shareholders voting electronically are as under:

- (i) The e-voting period begins on Thursday, September 22, 2016 (09.00 A.M.) and ends on Sunday, September 25, 2016 (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 19, 2016 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) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.

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(vii) 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.

(viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 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.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <p>❖ If both 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).</p>

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

(x) 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.

(xi) For Members holding shares in physical form, the details can be used only for e-voting on the Resolutions contained in this Notice.

(xii) Click on the EVSN for the <Company Name> on which you choose to vote.

(xiii) 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.

(xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xv) 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.

(xvi) Once you "CONFIRM" your vote on the Resolution, you will not be allowed to modify your vote.

(xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xviii) If a Demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xix) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.**

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(xx) 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 linked in the login should be emailed 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.
- (xxi) 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.

In case of Members receiving the physical copy:

- ❖ Please follow all steps from sl. no. (i) to sl. no. (xxi) above to cast vote.
- ❖ The voting rights of shareholders shall be in proportion to their shares of the paid up equity shares capital of the Company.
- ❖ M/s. V. Gulgulia & Co., Prop: Ms. Vineeta Gulgulia, Practicing Company Secretaries, (Membership No. ACS 36867 CP No 13473) has appointed as the Scrutinizer for providing facility to the Members of the Company to scrutinize the voting at meeting (including voting through Ballot forms received from Members) and remote e-voting process in a fair and transparent manner.
- ❖ The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or to a person authorised by the Chairman in writing, who shall countersign the same and declare the result of the voting forthwith.
- ❖ The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.tspiritualworld.com and on the website of CDSL immediately after the declaration of result by the Chairman or by a person duly authorized by him in writing. The results shall also be forwarded to The Calcutta Stock Exchange Ltd and BSE Limited, where the equity shares of the Company are listed.

**By Order of the Board
For T. Spiritual World Limited**

**Baldev Singh
(Whole Time Director)
(DIN: 00004136)**

Regd Office:

4 N.S. Road, 1st Floor
Kolkata – 700 001

CIN : L63040WB1986PLC040796
Email : complianceofficer@tspiritualworld.com
Website : www.tspiritualworld.com
Date : 22/08/2016

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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 of the accompanying Notice:

Item No. 4:

The existing tenure of Mr. Baldev Singh was expired on 30th June, 2016. He has rendered the valuable services during his tenure and contributed towards the ongoing growth of the Company. The Directors are of the view that re appointment of Mr. Baldev Singh will be beneficial to the operation of the Company. It is therefore proposed to re-appoint him as Whole Time Director for further period of 3 (Three) years, 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 22nd August, 2016 had reappointed Mr. Baldev Singh as Whole-time Director of the Company for a period of 3 (Three) years from 01st July, 2016 to 30th June, 2019 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. Baldev Singh as Whole-time Director are as follows:

Tenure of agreement:

The re-appointment of Mr. Baldev Singh has been made for a period of 3 (Three) years commencing from 1st July, 2016 to 30th June, 2019.

Nature of duties

Mr. Baldev Singh 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. 22000/- Salary
- Rs. 5000/- 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. Baldev Singh, Whole-time Director holds other directorships in the following companies:

Sr. No.	Name of the Company	Nature of Interest
1	Rajasthan Horticulture Private Limited (CIN :U01122DL1997PTC085600)	Director

None of the other Directors of Key Managerial Personnel (KMP) 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.

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DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING
(Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standards on General Meetings notified on April 23, 2015)

Name of the Director	Mr. Rajendra Singh	Mr. Baldev Singh
Date of Birth	04/07/1983	23/03/1975
DIN	00780935	00004136
Date of Appointment / Re - appointment	26/09/2016	01/07/2016
Qualifications	B.COM	B.COM
Expertise in specific functional areas and years	He is having vast experience in the field of Corporate affairs, Financial matters, Banking etc.	He is having vast experience in the field Corporate Affairs, Accounts, Financial Matters, and Administration etc.
List of Other Directorship held	T. Spiritual Lifestyle Limited (U85199WB2006PLC108028) TSW Infotech Limited (U30009WB2006PLC108029) Champion Tie-Up Services Pvt. Ltd. (U51909WB1994PTC061892) Krepton Traders Pvt. Ltd. (U51909WB1993PTC061296) Zodiac Tie-up Services Pvt. Ltd. (U52324WB1994PTC061922) Zipsy Tie-Up Services Pvt. Ltd. (U52392WB1994PTC061889)	Rajasthan Horticulture Private Limited (U01122DL1997PTC085600)
Chairman/Member of the Audit Committee of the Board of Directors of the other Companies in which he/she is a Director	NIL	NIL
Chairman/Member of the Stakeholders Relationship Committee of the Board of Directors of the other Companies in which he/she is a Director	NIL	NIL
Shareholding in the Company	939914 Equity Share	9180 Equity Share
Relationship with any Director(s) and Key Managerial Person of the Company	Nil	Nil
No of Board Meeting Attended during the Financial year	6 (Six)	6 (Six)
Terms & Conditions of Appointment	Re-appointment as Non-Executive Director liable to retire by rotation	Re-appointment as Whole Time Director for a period of 3(Three) Years not liable to retire by rotation