

T.
Spiritual
World Limited
CIN : L63040WB1986PLC040796



33RD ANNUAL REPORT 2018 - 19

CORPORATE INFORMATION

CIN	: L63040WB1986PLC040796	
Board of Directors	: Mr. Vinod Kumar Jha	Whole Time Director
	Mr. Ganga Sahai	Non-Executive Independent Director
	Mr. Kishan Singh	Non-Executive Independent Director
	Mrs. Sharmila Ranabhat	Non-Executive Independent Director
Company Secretary (Cum Compliance Officer)	: Ms. Nikita Roy (Appointed w.e.f.26/12/2018)	
Chief Finance Officer	: Mrs. Sushma Rana (Appointedw.e.f.15/04/2019)	
Registered Office	: 4, Netaji Subhas Road, 1st Floor, Kolkata-700001 Tel: +91-33-22315717, Email: complianceofficer@tspiritualworld.com Website: www.tspiritualworld.com	
Statutory Auditors	: M/s. Mohindra Arora & Co., Chartered Accountants, Mumbai	
Secretarial Auditors	: M/s. Veenit Pal & Associates, Company Secretaries, Mumbai	
Internal Auditors	: M/s. Bhutoria & Associates Chartered Accountants, Kolkata	
Bankers	: HDFC Bank Limited	
Registrar & Transfer Agent	: M/s. Bigshare Services (P) Ltd, 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road Marol, Andheri (E), Mumbai – 400 059 Tel: 022-62638200 Fax: 022-62638299 Email: investor@bigshareonline.com Website: www.bigshareonline.com	

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NOTICE

NOTICE is hereby given that the 33rd (Thirty Third) Annual General Meeting of T. Spiritual World Limited will be held on Monday, 23rd day of September, 2019 at 11.30 a.m. at O2 VIP Hotel, VIP Road, Kaikhali, Kolkata-700052 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, 2019, together with the Reports of the Board of Directors and Auditors thereon.

Special Business:-

2. Re-appointment of Mrs. Sharmila Ranabhat (DIN: 06987476) as an Independent Director for a second term of five consecutive years, in terms of Section 149 of the Companies Act, 2013. 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 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mrs. Sharmila Ranabhat (DIN: 6987476) , who was appointed as an Independent Director of the Company for a term of five years up to September 24, 2019, by the members at the 29th Annual General Meeting, in terms of Section 149 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company for a second term of five consecutive years commencing from September 25, 2019 up to September 24, 2024, not liable to retire by rotation.”

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

**Vinod Kumar Jha
(Whole-Time Director)
(DIN: 07799924)**

Regd. Office : 4 Netaji Subhas Road, 1st Floor,
Kolkata – 700 001
CIN : L63040WB1986PLC040796
Email : complianceofficer@tspiritualworld.com
Website : www.tspiritualworld.com
Date : 14th August, 2019

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 &7 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 10% (Ten) 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 10% (Ten) 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 to the Company a duly certified copy of the Board of Directors / Governing Board Resolution together with the specimen signature(s) for authorizing their representative(s) to attend and vote on their behalf at the AGM.
3. The requirement to place the matter relating to appointment of Auditors for ratification by members at every AGM is done away with vide notification dated 7th May, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed at the AGM held on 20th September, 2017 and will continue till the conclusion of 36th AGM.
4. 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.
5. Pursuant to the provision of Section 91 of the Companies Act, 2013 the Register of Members and Share Transfer Books shall remain closed from 17/09/2019 to 23/09/2019 (both days inclusive).
6. 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.
7. Members/ Proxies/ Authorised Representatives are requested to bring to the Meeting necessary details of their shareholding, attendance slip(s) and copy(ies) of their Annual Report. In case of joint holders attending the Meeting jointly, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
8. 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 immediately change, 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.
9. 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

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the Company or its Registrars and Transfer Agents, M/s. Bigshare Services Private Limited, 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (E), Mumbai – 400 059, Ph -022-62638200, Fax -022-62638299, Email : investor@bigshareonline.com, Website: www.bigshareonline.com

10. 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.
11. SEBI has decided that securities of listed companies can be transferred only in dematerialized form. In view of the above and to avail various benefits of dematerialization, members are advised to dematerialize shares held by them in physical form.
12. The relative Statement pursuant to Section 102 of the Companies Act, 2013 with respect to the Special Business set out in item no. 2 above, is annexed thereto. 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 during the business hours up to the date of the Annual General Meeting.
13. Profile(s) of the Director(s) seeking appointment / re-appointment, as required by Regulation 36 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.
14. 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 2018-19 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 dematerialized 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.
15. A person who is not a member as on cut-off date should treat this Notice for information purpose only.
16. 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.
17. The Annual Report for F.Y. 2018-19 of the Company circulated to the Members of the Company, shall be made available on the Company's website at www.tspiritualworld.com.
18. 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.
19. 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.

20. The Members are requested to contact the Company's Registrars and Share Transfer Agents, M/s. 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.

21. 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.

22. Attendance slip, proxy form and the route map of the venue of the Meeting is annexed hereto.

23. 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 the Annual General Meeting (AGM) scheduled to be held on Monday, 23rd day of September, 2019 at 11.30a.m. 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 of the Notice of AGM and holds shares as of the cut-off date i.e. September 16, 2019 may obtain the login ID and password by sending a request at complianceofficer@tspiritualworld.com.

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

The instructions for shareholders voting electronically are as under:

- (i) The e-voting period begins on Thursday, September 19th, 2019 (09.00 A.M.) and ends on Sunday, September 22nd, 2019 (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. 16th September, 2019 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.
- (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.
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> <ul style="list-style-type: none"> 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).

(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 <T. SPIRITUAL WORLD LIMITED> 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. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(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 e-voting, 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.

For members who wish to vote using ballot form

In addition to the remote e-voting facility as described above, the Company shall make a voting facility available at the venue of the Annual General Meeting, through polling paper as provided in Section 107 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Members attending the meeting who have not already cast their votes by remote e-voting shall be able to exercise their right at the meeting.

Members who have cast their votes by remote e-voting prior to the meeting may attend the meeting, but shall not be entitled to cast their vote again.

General Instructions

The Board of Director has appointed Ms. Khushboo Gulgulia, Prop. M/s. Khushboo Gulgulia & Co. (F.R. No. 328690E), Practicing Chartered Accountant (Membership No. 306808) as the Scrutinizer to the e-voting process, (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.

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The result declared along with the Scrutinizer Report 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**

**Vinod Kumar Jha
(Whole-Time Director)
(DIN: 07799924)**

Regd. Office : 4 Netaji Subhas Road, 1st Floor
Kolkata-700001
CIN : L63040WB1986PLC040796
Email : complianceofficer@tspiritualworld.com
Website : www.tspiritualworld.com
Date : 14th day of August, 2019

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. 2 to 4 of the accompanying Notice:

Item No. 2:

Mrs. Sharmila Ranabhat (DIN: 6987476) was appointed as a Additional Director under Independent Director category on the Board of the Company on September 25, 2014 .In terms of Section 149 and other applicable provisions of the Companies Act, 2013, members of the Company at the 29th Annual General Meeting held on September 28, 2015 approved the appointment of Mrs. Sharmila Ranabhat as an Independent Director of the Company for a period of 5 years up to September 24, 2019.

As per the provisions of Section 149 of the Companies Act, 2013, an Independent Director shall hold office for a term upto five consecutive years on the Board of a Company but shall be eligible for re-appointment, for another term of upto five years, on passing of a ordinary resolution by shareholders.

The Company has received intimation in Form DIR-8 from Mrs. Sharmila Ranabhat that, She is not disqualified from being re-appointed as an Independent Director in terms of Section 164 of the Act, declaration that he meets with the criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 & Regulation 16(1)(b) of SEBI Listing Regulations and her consent to continue as an Independent Director.

The resolution seeks the approval of members for the re-appointment of Mrs. Sharmila Ranabhat as an Independent Director of the Company commencing from September 24, 2019 up to September 25, 2024 in terms of Section 149 and other applicable provisions of the Act and Rules made there under. She is not liable to retire by rotation.

In the opinion of the Board, Mrs. Sharmila Ranabhat fulfills the conditions for her re-appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations and is independent of the management.

The Nomination & Remuneration Committee and the Board evaluated the performance of Mrs. Sharmila Ranabhat rated her satisfactory on all parameters and recommended her re-appointment.

Based on the recommendations of the Nomination & Remuneration Committee and keeping in view the expertise of Mrs. Sharmila Ranabhat, the Board of Directors at its meeting held on 14/08/2019 approved the continuance of office of Mrs. Sharmila Ranabhat as mentioned in the resolution

The Board of Directors believes that the association of the aforementioned Directors with company will be in the Interest and smooth operations of the Company and hence the Board recommends the appointment of aforementioned Directors as Independent Directors.

Accordingly, the Board recommends the resolution at item No. 2 in relation to her appointment as an Independent Director for approval of members.

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Except Mrs. Sharmila Ranabhat, being an appointee, none of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financial or otherwise in the Resolution set out at Item no. 2 of the accompanying notice.

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

**Vinod Kumar Jha
(Whole-Time Director)
(DIN: 07799924)**

Regd. Office : 4 Netaji Subhas Road, 1st Floor
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CIN : L63040WB1986PLC040796
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Date : 14th day of August, 2019

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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	Mrs. Sharmila Ranabhat
Date of Birth	03/02/1987
DIN	06987476
Date of Appointment / Re-appointment in the Current Designation	Re-appointment from 25/09/2019
Qualifications	B.com
Expertise in specific functional areas and years	She is having wide experience in the field of Marketing etc.
List of Other Directorship held	ADINATH BIOLABS LIMITED (L24230WB1982PLC034492)
Chairman/Member of the Audit Committee of the Board of Directors of the other Companies in which he/she is a Director	Member in Adinath Biolabs Limited
Chairman/Member of the Stakeholders Relationship Committee of the Board of Directors of the other Companies in which he/ she is a Director	Member in Adinath Biolabs Limited
Shareholding in the Company	NIL
Disclosure of relationships between Directors inter-se;	NIL
No of Board Meeting Attended during the Financial year	5
Terms & Conditions of Appointment	As per the resolution at Item No. 2 of the Notice convening this Meeting.

DIRECTOR'S REPORT**Dear Members,**

The Board of Directors have the pleasure in presenting the Companies 33rd Annual Report together with the Audited Financial Statements for the financial year ended 31st March, 2019 along with the Auditor's Report thereon.

Compliance with the Indian Accounting Standards

As mandated by the Ministry of Corporate Affairs, the financial statements for the year ended on March 31, 2019 has been prepared in accordance with the Indian Accounting Standards (IND AS) notified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014.

Financial Results**(Amt in Rs.)**

Particulars	31st March, 2019	31st March, 2018
Income	1,407,305	7,534,207
Less: Expenses	6,712,216	6,112,526
Profit before Taxation	(5,304,911)	1,421,681
Less: Exceptional Items	9,295,480	47,388,494
Less: Tax Expenses	235,475	(451,492)
Profit after Exceptional Items and Taxes	(14,835,866)	(45,515,321)

Performance

The Total Income for the financial year under review is Rs. 1,407,305/- against Rs.7,534,207/- in previous year. The Net loss after taxation generated by the company during the year under review was Rs. 14,835,866/- as compared to loss of Rs. 45,515,321/- during the previous year.

Operation

The Company has been continuously focusing on its existing line of business to improve its profitability in near future.

Dividend

Your Company intends to conserve available resources to invest in the growth of the business and pursue strategic growth opportunities. Accordingly, your Directors do not recommend any dividend for the year.

Transfer to Reserve

There has been no transfer to Reserves during the Financial Year 2018-19.

Change in the nature of business

There is no change in the nature of business of the Company during the year under review.

Public Deposits

The Company has not accepted or renewed any amount falling within the purview of provisions of section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposit) Rules, 2014 during the year under review. Hence, the requirement for furnishing of details of deposits is not applicable.

Directors and Key Management Personnel (KMP)

The Board of Directors of your Company comprised of Four (4) Directors one of whom is the Whole Time Director and remaining three (3) directors are Non-Executive and Independent directors including One Woman Director.

Mr. Ganga Sahai and Mr. Kishan Singh have been appointed as Additional Director w.e.f. 03/10/2017 under Independent Directors Category. Further, your Board has proposed to appoint Mr. Ganga Sahai and Mr. Kishan Singh as Non-executive Independent Director for consecutive 5 (Five) years for the period from 03/10/2017 up to 02/10/2022 and in terms Listing Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and 149 of the Companies Act, 2013 at 32nd Annual General Meeting and approved by members.

During the year Board of Directors have appointed Miss Nikita Roy (ACS 45347) as Company Secretary in Whole-Time Employment with effect from 26th December, 2018 in due compliance of Section 203 of the Companies Act, 2013 read with Rule 8 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

The Board also appointed Miss Nikita Roy Company Secretary, as Compliance Officer in terms of Regulation 6(1) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015.

Further the Board of Directors at their meeting held on 15/04/2019, appointed Mrs. Sushma Rana as Chief Compliance Officer (Key Managerial Personnel) in terms of Section 203 of the Companies Act, 2013 of Company and Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014.

Appropriate resolutions for appointment/ re-appointment are being placed for the approval of the shareholders of the Company at the ensuing AGM. The brief resume of directors appointed/re- appointed and other related information has been detailed in the Notice read along with the explanatory statement convening the 36th AGM of the Company in accordance with the provisions of the Companies Act, 2013 read with the Rules issued there under and the Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

Disclosure under Section 197(12) of the Companies Act, 2013

The Company has not employed any employees whose remuneration falls within the purview of the limits prescribed under the provisions of Section 197 of the Companies Act, 2013, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Subsidiaries, Joint Ventures and Associate Companies

The Company does not have any Subsidiary, Joint venture or Associate Company.

Policy on Directors, Key Managerial Personnel - Appointment & Remuneration including Nomination & Remuneration Committee

The Board has framed a policy on Director's Appointment and Remuneration & duly constituted Nomination and Remuneration Committee pursuant to the Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 and read with Section 178 of the Companies Act, 2013.

The policy provides for selection and appointment of Directors, Senior Management including KMP and their Remuneration together with criteria for determining qualifications, positive attributes, and independence of a Director.

Remuneration policy for the Directors, Key Managerial Personnel and other Employees has been disclosed on the Company website i.e. www.tspiritualworld.com.

Details of Committee members and meetings etc. have been disclosed in the Corporate Governance Report which forms a part of this report.

Declaration of Independent Directors

The Company has received necessary declaration from each of Independent Directors under Section 149(7) of the Companies Act, 2013, that directors meets the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 and the relevant Rules made there on and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Directors Responsibility Statement

Pursuant to Section 134 (3) (c) read with Section 134 (5) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability, confirm that:

- i. in the preparation of the annual accounts for the year ended 31st March, 2019, the applicable Indian Accounting Standards have been followed along with proper explanation relating to material departures, if any;
- ii. the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year 31st March, 2019 and of the loss of the company for the year ended on that date;
- iii. the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- iv. the annual accounts have been prepared on a going concern basis;
- v. the directors have laid down internal financial controls to be followed by the company and such internal financial controls are adequate and operating effectively;
- vi. the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Committee of the Board

The Board of Directors has following Committee

1. Audit Committee
2. Nomination & Remuneration Committee
3. Stakeholder Relationship Committee
4. Risk Management Committee

The details of the Committees along with their composition, number of meetings and attendance at the meetings are provided in the Corporate Governance Report.

Number of Meeting of the Board

During the year under review Five (5) Meetings of the Board of Directors of the Company were held.

Statement concerning development and implementation of Risk Management Policy of the Company

Risk is an integral part of the business and your Company is committed to managing the risks in a proactive and efficient manner. Your Company assesses risks in the internal and external environment along with the cost of treating risks and incorporates risk treatment plans in its strategy, business and operational plans.

The Board of Directors of the Company has framed (constituted) a Risk Management Committee to frame, implement and monitor the risk management plan for the Company. The Committee is responsible for

reviewing the risk management plan and ensuring its effectiveness. The Committee has additional oversight in the area of financial risks and controls. Major risks identified by the business and functions are systematically address through mitigation action on a continuing basis.

The details of Committee and its terms of reference are set out in the Corporate Governance Report forming part of the Board Report.

Extract of Annual Return

Pursuant to the provisions of Section 134(3) (a) of the Companies Act, 2013, Extract of the Annual Return for the financial year ended 31st March, 2019 made under the provisions of Section 92 (3) of the Companies Act, 2013 read with Rule 12(1) of the Companies (Management and administration) Rules, 2014 is given in Form No. MGT-9 as Annexure-I and the same is available on the website of the Company www.tspiritualworld.com.

Disclosure regarding Company's policies under Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

The Company has framed various policies as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 & Companies Act, 2013; viz i) Remuneration Policy for the Directors , Key Managerial Personnel and other Employees ii) Policy for material subsidiary iii) Related Party transactions Policy, v) Whistle Blower/vigil Mechanism vi) Archival Policy for disclosure vii) Code of Conduct for Board of Directors & Senior Management viii) Policy of Preservation of Documents ix) Policy on Criteria for Determining Materiality of Events ix) Code of Conduct for Independent Director / Information are displayed on the website of the Company www.tspiritualworld.com.

Internal Financial Control and their adequacy

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The Company has developed well-defined internal control mechanisms and comprehensive internal audit programme with the activities of the entire organization under its ambit

Further, based on the report of Internal Audit function, corrective action are undertaken in the respective areas and thereby strengthen the controls. Significant audit observations and corrective actions thereon are presented to the Audit Committee of the Board.

During the year under review, no material or serious observation has been received from the Internal Auditors of the Company for inefficiency or inadequacy of such controls.

Details of policy developed and implemented by the Company on its Corporate Social Responsibility Initiatives

Since the Company does not qualify any of the criteria as laid down in Section 135(1) of the Companies Act, 2013 with regard to Corporate Social Responsibility, provisions of Section 135 are not applicable to the Company.

Vigil Mechanism/ Whistle Blower Policy

In pursuant to the provisions of Section 177(9) & (10) of the Companies Act, 2013 and Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a Vigil Mechanism for Directors and Employees to report genuine concerns has been established.

The Company has put in place a system through which the Directors and Employees may report concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct & Ethics without fear of reprisal. The Employees and Directors may report to the Compliance Officer and have direct access to the Chairman of the Audit Committee.

Material Changes and Commitments, if any, affecting the financial position of the Company occurred between the ends of the financial year to which this financial statement relates and the date of the report

No material changes and commitments affecting the financial position of the Company occurred between ends of the financial year to which this financial statement relates on the date of this report.

Board Evaluation

Pursuant to the provisions of the Companies Act, 2013 read with Rules issued there under and Regulation 17 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Board of Directors has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of its various committee. A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgment, safeguarding the interest of the Company and its minority shareholders etc. The performance evaluation of the Independent Directors was carried out by the entire Board excluding the Directors being evaluated. The Performance evaluation of the Chairman and Non-Independent Directors was carried out by the Independent Directors at their separate Meeting. The Board of Directors expressed its satisfaction with the evaluation process.

Particulars of Loans, Guarantees or Investments made under Section 186 of the Companies Act, 2013

The Company has complied with the provisions of Section 186 of the Companies Act, 2013 in respect of investments made and outstanding at the year-end, details of which are given in the Financial Statements. There were no loans or guarantees made by the Company during the year under review.

Particulars of Contracts or Arrangements made with Related Parties

There were no contracts or arrangements made with related parties as defined under Section 188 of the Companies Act, 2013 during the year under review and hence enclosure of FORM AOC-2 with the Board Report is not required. The Company has developed a Related Party Transactions Policy for the purpose of identification and monitoring of such type of transactions.

Corporate Governance

The Company conforms to the norms of Corporate Governance as envisaged in the Listing Regulations with the Stock Exchange. Pursuant to Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, a detailed Compliance Note on Corporate Governance together with the Auditors Certificate on Corporate Governance is annexed to this report.

Management Discussion and Analysis Report

The Management Discussion and Analysis Report for the year under review, as stipulated under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") are given in a separate section and forms part of the Annual Report.

Details of significant and material orders passed by the Regulators or Courts or Tribunals impacting the Going Concern status and Company's operation in future

There are no significant and material orders issued against the Company by any regulating authority or court or tribunal affecting the going concern status and Company's operation in future. Hence, disclosure pursuant to Rule 8 (5) (vii) of Companies (Accounts) Rules, 2014 is not required.

Listing of Securities

The Equity Shares of the Company are listed on The Calcutta Stock Exchange Limited (CSE) and BSE. The Company has been suspended from CSE w.e.f. 29/06/2017. However, the Company is in process for revocation of suspension.

Auditors & Auditors Observations

The matter related to Auditors and their Reports are as under:

1. Statutory Auditor and their Report

M/s. Mohindra Arora & Co., Chartered Accountants (FRN: 006551N), was appointed as the statutory auditors of the Company to hold office for a period of five consecutive year from the conclusion of the 31st Annual General Meeting till the conclusion of the 36th Annual General Meeting Auditors have confirmed that they are not disqualified from continuing as Auditors of the Company.

The requirement to place the matter relating to appointment of Auditors for ratification by members at every AGM is done away with vide notification dated 7th May, 2018 issued by the Ministry of Corporate Affairs, New Delhi.

Explanations or Comments on Qualifications, Reservations or Adverse Remarks or Disclaimers made by the Statutory Auditors in their Report

The Report given by the Statutory Auditors for the Financial Statements for the year ended 31st March, 2019 read with explanatory notes thereon do not call for any explanation or comments from the Board under Section 134(3) of the Companies Act, 2013. The remarks, if any, made by the Auditors in their Report are properly explained in the Note no. 21 of the Financial Statement.

2. Secretarial Auditors and their Report

M/s. Vineet Pal & Associates, Practicing Company Secretary was appointed to conduct Secretarial Audit of the Company for the financial year 2018-19 at their meeting of Board of Director on 12th February, 2019 as required under Section 204 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

The report of the Secretarial Auditors in Form MR-3 is enclosed as **Annexure-II** to this report.

The report confirms that the Company had complied with the statutory provisions listed under Form MR -3 and the Company also has proper board processes and compliance mechanism.

The report contains qualification, reservation or adverse remark or disclaimer for further comments or explanations are provided below:

During the year the Company has not appointed the Chief Financial Officer as key managerial personnel, pursuant to Section 203 of the Companies Act 2013 and rules made there under.

Explanations or Comments on Qualifications, Reservations or Adverse Remarks or Disclaimers made by the Secretarial Auditors in their Report:-

Company has appointed Mrs. Sushma Rana as Chief Finance Officer as key managerial personnel on 15.04.2019.

3. Internal Auditor

The Members of Board has appointed M/s Bhutoria & Associates, Chartered Accountant, as Internal Auditors of the Company for Financial Year 2018-19 at their meeting on 12th February, 2019 under

provisions of Section 138 of the Companies Act, 2013 read with Rule 13 of the Companies (Accounts) Rules, 2014 as recommended by Audit Committee.

The Suggestions made by the Internal Auditor in their Report were properly implemented.

Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo

The statement of particulars under Section 134(3) (m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts), 2014 regarding conservation of energy, technology absorption and Foreign Exchange earnings and outgo are given below:

- Your Company has not consumed energy of any significant level. Accordingly, no measures were taken for energy conservation and no investment is required to be for reduction of energy consumption.
- No comment is made on technology absorption, considering the nature of activities undertaken by your Company during the year under review.
- No Expenditure has been made for research and development during the year under review.
- There were no Foreign Exchange earnings or out go during the year under review.

Shares

The authorized Share capital and the paidup Equity Share Capital have remained unchanged during the year under review. The Company has neither issued shares & Securities or any other instruments nor any corporate benefits during the year under review.

- The Company has not bought back any of its securities during the year under review
- The Company has not issued any Sweat Equity Shares during the year under review.
- No Bonus Shares were issued during the year under review.
- The Company has not provided any Stock Option Scheme to the employees.

Human Resources

Your Directors want to place on record their appreciation for the contribution made by employees at all levels, who through their steadfastness, solidarity and with their co-operation and support have made it possible for the Company to achieve its current status.

Employees are the key resource for the Company. The Company has been able to create and continuously improve a favorable work environment that encourages novelty and meritocracy at all levels. The Company has been built on the foundations of people being the key drivers to growth of the organization. People are at the core of its Vision, which espouses mutual positive regard, career building and providing opportunities for learning, thinking, innovation and growth. The Company offers an environment where all-round development is as much of a goal as realization of career ambitions. The Company conducted various programs to focus on improving people productivity, through training and development of its people.

Reporting of Frauds

During the year under review, the Statutory Auditors and Secretarial Auditors have not reported to the Audit Committee and / or Board any instances of fraud committed in the Company by its officers or employees under Section 143(12) of the Companies Act, 2013.

Additional Information to Shareholders

All important and pertinent investor information such as financial results, investor presentations, press releases are made available on the Company's website i.e. www.tspiritualworld.com on a regular basis.

Code of Conduct

As prescribed under Listing Regulation, a declaration signed by the Whole Time Director affirming compliance with the Code of Conduct by the Directors and Senior Management Personnel of the Company for the financial year 2018-19 forms part of the Corporate Governance Report.

Disclosure under The Sexual Harassment of Woman at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013.

Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

The following is a summary of sexual harassment complaints received and disposed off during the year 2018-19.

No of complaints received	:	Nil
No of complaints disposed off	:	Nil

Acknowledgement

The Directors wish to place on record their appreciation for the contributions made by the employees at all levels, whose continued commitment and dedication helped the Company achieve better results. The Directors also wish to thank customers, bankers, Central and State Governments for their continued support. Finally, your directors would like to express their sincere & whole-hearted gratitude to all of you for your faith in us and your Co-operation & never failing support.

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

Vinod Kumar Jha (Whole-Time Director) (DIN: 07799924)	Ganga Sahai (Director) (DIN: 07116838)
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Place: Kolkata
Date: 14th Day of August, 2019

Annexure to the Director's Report
Annexure-I
FORM NO.MGT-9
EXTRACT OF ANNUAL RETURN
as on financial year ended on 31.03.2019
Of

T. SPIRITUAL WORLD LIMITED

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I. REGISTRATION AND OTHER DETAILS

i.	CIN:-	L63040WB1986PLC040796
ii.	Registration Date	12/06/1986
iii.	Name of the Company	T. Spiritual World Limited
iv.	Category / Sub-Category of the Company	Company Limited by Shares Indian Non-Government Company
v.	Address of the Registered office and contact details	4, Netaji Subhas Road, 1st Floor Kolkata - 700 001 Phone: 033 - 2231 5717 Email: complinaceofficer@tspiritualworld.com Website: www.tspiritualworld.com
vi.	Whether listed company	Yes
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	Bigshare Services (P) Ltd. 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (E), Mumbai - 400 059, Tel: 022-62638200, Fax: 022-62638299 Email: info@bigshareonline.com Website: www.bigshareonline.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	NIL	NIL	NIL

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

Sl. No.	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY/ASSOCIATE	% of shares held	Applicable Section
NONE					

T. SPIRITUAL WORLD LIMITED

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IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year (As on 31/03/2018)				No. of Shares held at the end of the year (As on 31/03/2019)				Change during	
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	Number	Percentage (%)
A. Promoters										
(1) Indian	-	-	-	-	-	-	-	-	-	-
a) Individual/ HUF	1,442,694	-	1,442,694	7.21%	1,442,694	-	1,442,694	7.21%	-	-
b) Central Govt	-	-	-	-	-	-	-	-	-	-
c) State Govt	-	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	1,873,586	-	1,873,586	9.37%	1,873,586	-	1,873,586	9.37%	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-	-	-
f-i) Director	-	-	-	-	-	-	-	-	-	-
f-ii) Director Relatives	-	-	-	-	-	-	-	-	-	-
Sub Total (A)(1)	3,316,280	-	3,316,280	16.58%	3,316,280	-	3,316,280	16.58%	-	-
(2) Foreign										
a) NRIs Individual	-	-	-	-	-	-	-	-	-	-
b) Other-Individuals	-	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-	-
d) Banks/ FI	-	-	-	-	-	-	-	-	-	-
e) Any Other	-	-	-	-	-	-	-	-	-	-
Sub Total (A)(2)	-	-	-	-	-	-	-	-	-	-
Total shareholding of Promoters(A)(1)+(A)(2)	3,316,280	-	3,316,280	16.58%	3,316,280	-	3,316,280	16.58%	-	-
B. Public Shareholding										
1. Institutions										
a) Mutual Funds	-	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	800	0.00	800	0.00%	800	0.00%
c) Central Govt	-	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Fund	-	-	-	-	-	-	-	-	-	-
i) Others(specify)	-	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	-	-	-	-	800	0.00	800	0.00%	800	0.00%
2. Non- Institutions										
a) Bodies Corp.										
i) Indian	1870162	30	1870192	9.35%	1,603,862	30	1,603,892	8.02%	(266,300)	(1.33%)
ii) Overseas	-	-	-	-	-	-	-	-	-	-
b) Individuals										
i) Individual shareholders holding nominal share capital upto Rs. 2 lakh	10,876,981	3265	10,880,246	54.39%	10,839,200	2268	10,841,468	54.20%	(38,778)	(0.19)
ii) Individual shareholders holding nominal share capital in excess of Rs. 2 lakh	3,304,343	-	3,304,343	16.52%	3,618,610	0	3,618,610	18.09%	314,267	1.57
c) NBFC Registered with RBI	386,550	-	385,550	1.93%	386,550	-	386,550	1.93%	-	-
d) Other(specify)	-	-	-	-	-	-	-	-	-	-
Trust										
HUFs										
NRIs (Non-Repat)	196,423	-	196,423	0.98%	196,529	-	196,529	0.98%	106	0.00
NRIs (Repat)	15,714	-	15,714	0.07%	22,603	-	22,603	0.11%	6889	0.04
Overseas Body Corporate	6000	-	6000	0.03%	6000	-	6000	0.03%	-	-
Clearing Members	26,252	-	26,252	0.13%	9268	-	9268	0.05%	(16984)	(0.08)
Sub Total(B)(2)	16,682,425	3,295	16,685,720	83.42%	16,683,422	2,298	16,685,720	83.42%	0	0.00%
Total Public Shareholding (B)=(B)(1)+ (B)(2)	16,682,425	3,295	16,685,720	83.42%	16,683,422	2,298	16,685,720	83.42%	0	0.00%
C. Shares held by Custodian for GDRs & ADRs										
Grand Total (A+B+C)	19,998,705	3,295	20,002,000	100.00%	19,999,702	2,298	20,002,000	100.00%	0	0.00%

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ii) Shareholding of Promoters

Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
	No. of shares	% of Total Shares of the Company	% of Shares Pledge/ encumbered to total shares	No. of shares	% of Total Shares of the Company	% of Shares Pledge/ encumbered to total shares	
Affinity Financial Services Private Limited	980,000	4.90%	-	980,000	4.90%	-	-
Rajendra Singh	939,914	4.70%	-	939,914	4.70%	-	-
Umesh Kumar Thaker	493,600	2.47%	-	493,600	2.47%	-	-
Pramukhsoft Technologies Private Limited	320,386	1.60%	-	320,386	1.60%	-	-
Champion Tie-up Services Private Limited	299,400	1.50%	-	299,400	1.50%	-	-
Rajasthan Horticulture Private Limited	273,800	1.37%	-	273,800	1.37%	-	-
Baldev Singh	9,180	0.04%	-	9,180	0.04%	-	-
Total	3,316,280	16.58%	-	3,316,280	16.58%	-	-

iii) Change in Promoters Shareholding (Please specify, if there is no Change)

There is no change in promoter's shareholding during F.Y. 2018-19.

iv) Shareholding Pattern of Top Ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)

Sl. No.	Shareholders Name	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Zodiac Tie-up Services Private Limited	At the beginning of the year	385,550	1.93%	385,550	1.93%
		Changes during the year	No change during the year			
		At the End of the year	385,550	1.93%	385,550	1.93%
2	Shree Tulsi Online.Com Limited	At the beginning of the year	320,956	1.60%	320,956	1.60%
		Changes during the year	No change during the year			
		At the End of the year	320,956	1.60%	320,956	1.60%
3	Kundan Chotelal Bhandari	At the beginning of the year	88241	0.44%	88241	0.44%
		Purchased during the year	135449	0.68	223690	1.12%
		At the End of the year	223690	1.12%	223690	1.12%
4	Dharmesh Kumar Arvind lal Modi	At the beginning of the year	214,765	1.07%	214,765	1.07%
		Changes during the year	No change during the year			
		At the End of the year	214,765	1.07%	214,765	1.07%
5	Rudra Shares & Stock Brokers Limited	At the beginning of the year	204,051	1.02%	204,051	1.02%
		Changes during the year	No change during the year			
		At the End of the year	204,051	1.02%	204,051	1.02%
6	Prakash Babulal Mutha	At the beginning of the year	202,000	1.01%	202,000	1.01%
		Changes during the year	No change during the year			
		At the End of the year	202,000	1.01%	202,000	1.01%

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Shareholding Pattern of Top Ten Shareholders (Cont....)

Sl. No.	Shareholders Name	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
7	SSJ Finance & Securities Pvt Ltd.	At the beginning of the year	242800	1.21%	242800	1.21%
		Sell/ Transfer during the year	(64186)	(0.32%)	178614	0.89%
		At the End of the year	178614	0.89%	178614	0.89%
8	Ashok Fin Stock Limited	At the beginning of the year	171,700	0.86%	171,700	0.86%
		Changes during the year	No change during the year			
		At the End of the year	171,700	0.86%	171,700	0.86%
9	S. P. Scrips And Commodities Limited	At the beginning of the year	158,601	0.79%	158,601	0.79%
		Changes during the year	No change during the year			
		At the End of the year	158,601	0.79%	158,601	0.79%
10	Sil Leasing & Industrial Finance Pvt. Limited	At the beginning of the year	154,197	0.77%	154,197	0.77%
		Changes during the year	No change during the year			
		At the End of the year	154,197	0.77%	154,197	0.77%

v) Shareholding of Directors and Key Managerial Personnel:-

Sl. No.	Shareholders Name	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Mr. Vinod Kumar Jha (Whole - Time Director)	At the beginning of the year				
		Changes during the year	No change during the year			
		At the End of the year				
2	Mrs. Sharmila Ranabhat (Director)	At the beginning of the year				
		Changes during the year	No change during the year			
		At the End of the year				
3	Mr. Ganga Sahai (Director)	At the beginning of the year	-	-	-	-
		Changes during the year	No change during the year			
		At the End of the year	-	-	-	-
4	Mr. Kishan Singh (Director)	At the beginning of the year	-	-	-	-
		Changes during the year	No change during the year			
		At the End of the year	-	-	-	-
5	Miss. Nikita Roy (Appointed w.e.f. 26/12/2018)	At the beginning of the year	-	-	-	-
		Changes during the year	No change during the year			
		At the End of the year	-	-	-	-

V. INDEBTEDNESS:-

Indebtedness of the Company including interest outstanding/accrued but not due for payment

The Company was not having any secured/unsecured loans and deposits during the financial year 2018-19.

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VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager

Sl. No.	Particulars of Remuneration	Name of Whole Time Director		Total
		Amount (in Rs.)		
		Mr. Vinod Kumar Jha		
1.	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-Tax Act, 1961	180,000		180,000
	(b) Value of perquisites u/s 17(2) Income-Tax Act, 1961	60,000		60,000
	(C) Profits in lieu of salary under section 17(3) Income-Tax Act, 1961			
2.	Stock Option	-		-
3.	Sweat Equity	-		-
4.	Commission	-		-
	- as % of profit	-		-
	- others, specify	-		-
5.	Others, please specify	-		-
	Total	240,000		240,000

Celling as per the Act: As per Schedule V of the Companies Act, 2013

B. Remuneration to other directors:

Sl. No.	Particulars of Remuneration	Name of Directors			Total
		Sharmila Ranabhat	Kishan Singh	Ganga Sahai	
1.	Independent Directors	(Amt in Rs.)	(Amt in Rs.)	(Amt in Rs.)	(Amt in Rs.)
	Fee for attending board committee meetings	8,000	8,000	8,000	24,000
	Commission	-	-	-	-
	Others - Reimbursement	-	-	-	-
	Total (1)	8,000	8,000	8,000	24,000
2.	Other Non-Executive Directors	-	-	-	-
	Fee for attending board committee meetings	-	-	-	-
	Commission	-	-	-	-
	Others - Reimbursement	-	-	-	-
	Total (2)	-	-	-	-
	Total (B) = (1+2)	8,000	8,000	8,000	24,000
	Total Managerial Remuneration	24,000			
	Overall Ceiling as per the Act	Sitting fees are within the limits specified under the Companies Act, 2013			

C. Remuneration to Key Managerial Persons other directors:

Sl. No.	Particulars of Remuneration	Miss Nikita Roy (CS) (Appointed w.e.f. 26.12.2018)
1.	Gross salary	
	(a) Salary as per provisions contained in section 17(1) of the Income-Tax Act, 1961	63,871
	(b) Value of perquisites u/s 17(2) Income-Tax Act, 1961	-
	(c) Profits in lieu of salary under section 17(3) Income-Tax Act, 1961	-

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Sl. No.	Particulars of Remuneration	Miss Nikita Roy (CS) (Appointed w.e.f. 26.12.2018)
2.	Stock Option	-
3.	Sweat Equity	-
4.	Commission	
	- as % of profit	-
	- others, specify	-
5.	Others, please specify	-
	Total	63,871

VII. Penalties/ Punishment / Compounding of offences :-

Type	Section of the Companies Act 2013/1956	Brief Description	Details of Penalty/ Punishment/Compounding fees imposed	Authority (RD/NCLT/ Court)	Appeal Made if any (give Details)
A. Company					
Penalty			None		
Punishment					
Compounding					
B. Director					
Penalty			None		
Punishment					
Compounding					
C. Other Officers in Default					
Penalty			None		
Punishment					
Compounding					

Annexure to the Director's Report

Annexure-II

Form No. MR-3

SECRETARIAL AUDIT REPORT

For the Financial Year Ended 31st March, 2019

(Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Personnel) Rules, 2014)

To

The Members,

T. Spiritual World Limited

CIN: L63040WB1986PLC040796

4. Netaji Subhas Road, 1st Floor,

Kolkata-700001

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **T. Spiritual World Limited**, (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2019 ("Audit Period") generally complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2019 according to the applicable provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and Rules and Regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **(The Company has not availed any Foreign Direct Investment and External Commercial Borrowings during the Period under review).**
- (v) The following Regulations (as amended from time to time) and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 **(Not applicable to the Company during the Audit Period);**

- d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulation, 2014 **(Not Applicable as the Company has not introduced any such scheme during the financial year under review);**
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulation 2008 **(Not Applicable since the Company has not issued any Debt Securities;)**
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client **(Not applicable as the Company is not registered as Registrar to an issue and Share Transfer Agent during the financial year under review);**
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **(Not applicable as the Company has not delisted / propose to delist its Equity Shares from any Stock Exchange during the financial year under review);**
 - h) The Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018 **(Not applicable as the Company has not bought back / propose to buy-back any of its securities during the financial year under review);**
 - i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (vi) Other Laws applicable to the Company namely:

The Directors of the Company informed and certified that there are no other applicable laws that are specifically applicable to the Company based on the nature of business. However, they have represented that the Company has complied with the provision of other laws as applicable to it.

I have also examined compliance with the applicable clauses of the following:

- i. Secretarial Standards issued by The Institute of Company Secretaries of India under the provision Companies Act, 2013;
- ii. The Listing Agreements entered into by the Company with The Calcutta Stock Exchange Limited and BSE Limited pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

I further report that:

1. The Board of Directors of the Company is duly constituted with Executive Directors, Independent Directors and a Women Director. The changes in the composition of the Board of Directors, if any that took place during the period under review were carried out in compliance with the provisions of the Act.
2. *During the Audit Period the Company has not appointed the Chief Financial Officer as Key Managerial Personnel, pursuant to Section 203 of the Act and Rules made there under. The Management has appointed Ms. Sushma Rana Chief Financial Officer as Key Managerial Personnel on 15th April, 2019.*
3. Adequate Notice is given to all Directors to schedule the Board Meetings, Agenda and detailed Notes on Agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

4. All the decisions at the Board meeting and Committee Meetings are carried out unanimously as recorded in the minutes of the meeting of the Board of Directors or Committee of the Board, as the case may be.

I further report that, there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines that pertain to the business operations of the Company.

I further report that, during the audit period, the Company has no other specific events/actions having a major bearing on the Companies' affair in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc except mentioned above.

This report is to be read with my letter of event date which is annexed as Appendix-1 and forms and integral part of this Report.

**For Veenit Pal & Associates
Company Secretaries**

**Veenit Pal
(Proprietor)**

**ACS:25565
CP:13149**

**Place: Mumbai
Date: July 26,2019**

Appendix-1
(Forming Part of Secretarial Audit Report)

To
The Members,
T. Spiritual World Limited
CIN: L63040WB1986PLC040796
4. Netaji Subhas Road, 1st Floor,
Kolkata-700001

My report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For Veenit Pal & Associates
Company Secretaries

Veenit Pal
(Proprietor)

ACS:25565
CP:13149

Place: Mumbai
Date: July 26, 2019

CORPORATE GOVERNANCE

Company's Philosophy on Code of Governance

The Company's philosophy on Corporate Governance envisages the attainment of the highest levels of transparency, accountability and equity, in all facets of its operations, and in all its interactions with its stakeholders, including shareholders, employees, the government, lenders and the society. The Company always believes to achieve optimum performance at all levels in adopting good corporate performance. In accordance with Regulation 34(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule V thereof, the details of compliance by the Company with the norms on Corporate Governance are as under:

Board of Directors

The Composition of the Board is in conformity with Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as well as the Companies Act, 2013 read with Rules made there under.

The details of appointment and resignation of the Directors during the year ended 31st March 2019, have been disclosed under Directors report. Refer para 'Directors and Key Management Personnel (KMP).

Mr. Ganga Sahai and Mr. Kishan Singh have been appointed as Additional Director w.e.f. 03/10/2017 under Independent Directors Category. Further, your Board has proposed to appoint Mr. Ganga Sahai and Mr. Kishan Singh as Non-executive Independent Director for consecutive 5 (Five) years for the period from 03/10/2017 up to 02/10/2022 and in terms Listing Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and 149 of the Companies Act, 2013 at 32nd Annual General Meeting and approved by members.

During the year Board of Directors have appointed Miss Nikita Roy (ACS 45347) as Company Secretary in Whole-Time Employment with effect from 26th December, 2018 in due compliance of Section 203 of the Companies Act, 2013 read with Rule 8 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

The Board also appointed Miss Nikita Roy Company Secretary, as Compliance Officer in terms of Regulation 6(1) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015.

Further the Board of Directors at their meeting held on 15/04/2019, appointed Mrs. Sushma Rana as Chief Compliance Officer (Key Managerial Personnel) in terms of Section 203 of the Companies Act, 2013 of Company and Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014.

Appropriate resolutions for appointment /re-appointment are being placed for the approval of the shareholders of the Company at the ensuing AGM. The brief resume of directors appointed/re- appointed and other related information has been detailed in the Notice read along with the explanatory statement convening the 36th AGM of the Company in accordance with the provisions of the Companies Act, 2013 read with the Rules issued there under and the Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

The Company requires skills/ expertise/ competencies in the areas of strategy, finance, accounting, economics, legal and regulatory matters, the environment, operations of the Company's businesses and to efficiently carry on its core businesses. All the above required skills/ expertise/ competencies are available with the Board.

The Board is satisfied that the current composition reflects an appropriate mix of knowledge, skills, experience, expertise, diversity and independence. The Board provides leadership, strategic guidance, an

objective and independent view to the Company's management while discharging its fiduciary responsibilities, thereby ensuring that the management adheres to high standards of ethics, transparency and disclosure. The Board periodically evaluates the need for change in its composition and size.

Board of Independence

The Non-Executive Independent Directors fulfill the conditions of independence as specified in Section 149 of Companies Act, 2013 and Rules made there under Listing Regulation of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Further, none of the Independent Director is serving more than seven listed companies. The Company has issued a letter of appointment to all the Independent Directors of the Company.

Board Meetings

Board Meetings are conducted in accordance with the Rules made under Companies Act, 2013 and as per requirements of Listing Regulations under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board meets at regular intervals to discuss and decide on business strategies/policies and review the financial performance of the Company.

The Minutes of Board Meetings are also circulated in advance to all Directors and confirmed at subsequent Meetings.

The Board reviews the performance of the Company.

The important decisions taken at the Board/ Board Committee Meetings are communicated to the concerned department.

The Directors have disclosed to the Company about the committee positions they occupy in other companies and have notified changes as and when they take place.

Details of Board Meetings and the details of each member of the Board as on 31st March, 2019, who are directors in other listed entity along with their designation:-

During the period commencing from 1st April, 2018 and ending on 31st March, 2019, the Board of Directors of the Company met on the following dates on 29/05/2018, 14/08/2018, 13/11/2018, 26/12/2018 & 12/02/2019.

The attendance of the Directors at the Board Meetings, Annual General Meeting, as also number of Directorship in Indian Public Limited Companies and Membership of the Committees of the Boards of such Companies are as follows:

Name of Director	Attendance at last AGM	No. of Board Meeting Attended	Category of Director	Directorship in other listed entities and their category	Other Director Ships*	Other Board's Committees**		No of Shares held as on 31/03/2019
						Chairman	Member	
Mr. Vinod Kumar Jha	Yes	5	WTD	MBL as NEID	1	2	0	NIL
Mrs. Sharmila Ranabhat	No	5	NEID	ABL as NEID	1	0	2	NIL
Mr. Ganga Sahai	Yes	5	NEID	ABL as NEID	3	2	4	NIL

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Name of Director	Attendance at last AGM	No. of Board Meeting Attended	Category of Director	Directorship in other listed entities and their category	Other Director Ships*	Other Board's Committees**		No of Shares held as on 31/03/2019
						Chairman	Member	
Mr. Kishan Singh	Yes	5	NEID	ABL as WTD & MBL as NEID	5	2	7	NIL

Abbreviations: Whole Time Director – WTD; Non-Executive Director – NED; Non-Executive Independent Director – NEID, Adinath Bio Labs Ltd - ABL & Mavens Biotech Ltd – MBL.

*Other directorships do not include alternate directorships, directorships of Private Limited Companies, Section 8 companies and of companies incorporated outside India.

**Audit Committee and Stakeholders Relationship Committee in public Limited Companies have been considered for the Committee positions

None of the Directors is related to any other Director.

The particulars of Directors, who are proposed to be appointed / reappointed at the ensuing Annual General Meeting, are given in the Notice convening the Annual General Meeting.

The Board periodically reviews the compliance report of all laws applicable to the Company.

All the Directors have made necessary disclosures about the directorships and committee positions they occupy in other companies.

None of the Directors held directorship in more than 8 listed companies. Further, none of the Independent Director (ID) of the Company served as an ID in more than 7 listed companies.

None of the Directors held directorship in more than 20 Indian companies, with not more than 10 public limited Companies.

None of the Directors is a member of more than 10 committees or chairperson of more than 5 committees across all the public limited companies in which he/she is a Director. As per Listing Regulations, only memberships of Audit Committee and Stakeholders Relationship Committee have been taken into consideration for the purpose of ascertaining the limit.

All Independent directors of the Company have been appointed as per the provisions of the Act and Listing Regulations. Formal letters of appointment have been issued to the Independent directors. In the opinion of the Board, the Independent directors are independent of the management.

The Chairman of the Company is a Non-Executive Director (NED) and not related to the Whole Time Director.

Information provided to the Board :-

The Board has unrestricted access to all Company-related information. The Company provides the following information inter alia to the Board, which is given either as part of the agenda or by way of presentations during the meetings, as deemed appropriate:

- Quarterly, half-yearly and annual financial results of the Company.
- Minutes of meetings of committees of the Board.
- The information on recruitment and removal and remuneration of senior officers just below the Board

level, including Chief Financial Officer and Company Secretary.

- Significant regulatory matters concerning Indian or foreign regulatory authorities.
- Significant sale of investments, assets which are not in the normal course of business.
- Materially important show cause, demand, prosecution and penalty notices, if any.
- Fatal or serious accidents or dangerous occurrences, if any.
- Material default in financial obligations to and by the Company or substantial non-payment for services provided/goods sold by the Company, if any.
- Non-compliance of any regulatory or statutory nature or listing requirements as well as shareholders' services such as non-payment of dividend or delays in share transfer, if any.

Meeting of Independent Director

As stipulated by the Code of Independent Directors under Listing Regulation of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 aligned with Companies Act, 2013, a Separate Meeting of the Independent Directors of the Company was held on 25/03/2019 to review the performance of Non-Independent Directors, Chairman and the Board as whole. The Independent Directors also reviewed the quality, quantity and timeliness of the flow of information between the Management and the Board and its Committees which is necessary to effectively and reasonably perform and discharge their duties. The Board also carried out evaluation of its various Committees and the Directors expressed their satisfaction with the evaluation process.

Audit Committee

The Board has constituted a well-qualified Audit Committee.

The Audit Committee comprises of three Non-Executive Independent Directors. The Committee has appointed Mr. Ganga Sahai as the Chairman.

The Company Secretary acts as the secretary of the Committee since 26/12/2018.

All the members of the Audit Committee are literate and possess necessary expertise in finance, accounting, marketing skills etc.

The Whole Time Director and the Chief Financial Officer attended the meetings of the Audit Committee.

The Statutory Auditors were invited and attended the meetings of the Audit Committee.

The Audit Committee has met four times during the financial year 2018-19 and not more than 120 days has elapsed between two such Meetings.

The Meetings held during the financial year 2018-19 are: 29/05/2018, 14/08/2018, 13/11/2018, & 12/02/2019.

The Chairman of the Audit Committee was present at the 32nd Annual General Meeting of the Company.

The Audit Committee acts as a link between the Management, the Statutory Auditors, and the Board of Directors.

The terms of reference of the Audit Committee covers the matters specified under Regulation 18 of the Listing Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 177 of the Act.

A. The Audit Committee has the following powers, roles and terms of references:

- Overseeing of the Company's financial reporting process and the disclosures of its financial information to ensure that the financial statements are correct, sufficient and credible.

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- Recommendation for Appointment, Remuneration and Terms of Appointment of Auditors of the Company;
 - Reviewing with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
 - Matters required to be included in the Director's Responsibility Statement to be included in the Board's Report in terms of clause (c) of sub section (3) of Section 134 of the Companies Act, 2013
 - changes, if any, in accounting policies and practices and reasons for the same;
 - major accounting entries, if any involving estimates based on the exercise of judgment by management;
 - significant adjustments, if any made in the financial statements arising out of audit findings;
 - compliance with accounting Standards, listing and other legal requirements relating to financial statements;
 - disclosure of related party transactions, if any;
 - Reviewing with the Management, the Quarterly Financial Statements before submission to the Board for approval;
 - Reviewing and monitoring the Auditor's independence and performance, and effectiveness of audit process;
 - Scrutiny of Inter-corporate loans and investments, if any;
 - Evaluation of Company's Internal Financial Control and Risk Management Systems;
 - Reviewing with the Management about performance of statutory and Internal auditors, adequacy of the internal control systems;
 - Discussion with Internal Auditors of any significant findings and follow up there on;
 - Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
 - Discussion with Statutory Auditors before the audit commences about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
 - Reviewing the functioning of the Whistle Blower Mechanism;
 - Approval of Appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate;
 - To carry out any other function as is mentioned in the terms of reference of the audit committee as amended from time to time of Listing Regulation of the SEBI (Listing Obligation and Disclosure Requirement), Regulations, 2015.
 - Conducting the valuation of any undertaking or asset of the Company, wherever it is necessary or applicable.
- B. The Audit Committee shall mandatorily review the following information:
- Management Discussion and Analysis of financial condition and results of operations;
 - To review Statement of Related party transactions, if any, as submitted by management;
 - Management letters / letters of internal control weaknesses issued by the Statutory Auditors;
 - Internal Audit Reports relating to Internal Control Weaknesses;
 - The Appointment, Removal and terms of Remuneration of the Internal Auditor.

The details of composition of the Committee and attendance during the year 2018-19 are as under:

Name of Director	Executive / Non-Executive / Independent	No. of Meetings held during the period	
		Held	Attended
Mrs. Sharmila Ranabhat	Non- Executive Independent	4	4
Mr. Ganga Sahai	Non- Executive Independent (Chairman)	4	4
Mr, Kishan Singh	Non- Executive Independent	4	4

The Quorum for the Committee is any two Directors present.

Nomination and Remuneration Committee

The Nomination and Remuneration Committee of the Company is constituted in line with the provisions of Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 178 of the Companies Act, 2013.

The Committee consists of three Directors namely Mrs. Sharmila Ranabhat, Mr. Ganga Sahai and Mr. Kishan Singh.

The Committee has appointed Mr. Ganga Sahai as Chairman of the Committee.

The Company Secretary acts as the secretary of the Committee since 26/12/2018.

There is no pecuniary relationship or transaction of the Company with its Non-Executive Directors/ Independent Directors.

During the Financial Year 2018-19, 1(One) Nomination and Remuneration Committee Meetings was held on 26/12/2018.

The details of composition of the Committee and attendance during the year 2018-19 are as under:

Name of Director	Executive / Non-Executive / Independent	No. of Meetings held during the period	
		Held	Attended
Mrs. Sharmila Ranabhat	Non- Executive Independent	1	1
Mr. Ganga Sahai	Non- Executive Independent (Chairman)	1	1
Mr, Kishan Singh	Non- Executive Independent	1	1

In terms of the provisions of Section 178(3) of the Act and Regulation 19(4) read with Part D of Schedule II to the Listing Regulations, the Committee is responsible for inter alia formulating the criteria for determining qualification, positive attributes and independence of a Director.

The Committee is also responsible for recommending to the Board a policy relating to the remuneration of the Directors, Key Managerial Personnel and other employees. The Board has adopted the Policy on Board Diversity and Director Attributes and Remuneration Policy for Directors, Key Managerial Personnel and other employees of the Company, which have been disclosed on the Company website i.e. www.tspiritualworld.com.

At present, no remuneration is paid to Non-Executive/ Independents Directors of the Company.

The remuneration paid to Whole time Director is decided by the Board of Directors within the limits laid down under the provisions of the Companies Act, 2013 and with the approval of the members, in general meeting in which they were appointed.

The detailed Appointment Policy adopted by the Company is being posted on website of the Company www.tspiritualworld.com.

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Remuneration of Whole Time Director

The detail of remuneration of Whole-Time Director is as under:

Name of Director	Salary cum Allowances (in Rs.)	Stock Options & Other Benefits	Service Contract
Mr. Vinod Kumar Jha	240,000	Nil	5 years

Remuneration of Key Managerial Personnel's

The details of remuneration of Key Managerial Personnel's are as under:

Name of KMPs	Designation	Salary cum Allowances (in Rs.)	Stock Options Other Benefits
Miss Nikita Roy (Appointed w.e.f. 26.12.2018)	CS	63,871/-	NIL

Stakeholders/ Relationship Committee

The Stakeholders Relationship Committee of the Company is constituted in line with the provisions of Listing Regulation 20 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 178 of the Companies Act, 2013.

The Stakeholders Relationship Committee comprises of three members of the committee, who are Non - Executive and Independent Directors, namely Mrs. Sharmila Ranabhat, Mr. Ganga Sahai and Mr. Kishan Singh.

Mr. Ganga Sahai elected as Chairman of the Stakeholders Relationship Committee.

The Stakeholder Committee has the following roles:

- Reviewing statutory compliances relating to all security holders.
- Resolution of the grievances of all security holders.
- Oversight and review of all matters related to the transfer of securities of the Company.
- Ensure setting of proper controls and oversight of performance of the Registrar and Share Transfer Agent (RTA).
- Approval of issue of duplicate share certificates of the Company.
- Approval of transmission of securities.
- Review of movements in shareholding and ownership structure of the Company.
- Recommend measures for overall improvement of the quality of investor services.
- Review of measures taken for effective exercise of voting rights by shareholders.

The details of transfer/ transmission of shares are placed before the meeting of the Board of Directors on a regular basis.

The Committee oversees the performance of the Registrar and Share Transfer Agents of the Company relating to investor services and recommends measures for improvement.

The Company has designated an exclusive email complianceofficer@tspiritualworld.com for the investors to register their grievances, if any. The Company has also displayed the said email ID on its website for the use of investors.

The total numbers of complaints received and redressed during the year ended 31st March, 2019 were Nil. There were no complaint pending or unattended as on 31st March, 2019.

The Committee met 4 times during the year 30/04/2018, 26/10/2018, 02/11/2018 & 21/12/2018.

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Name of Director	Executive / Non-Executive / Independent	No. of Meetings held during the period	
		Held	Attended
Mrs. Sharmila Ranabhat	Non- Executive Independent	4	4
Mr. Ganga Sahai	Non- Executive Independent (Chairman)	4	4
Mr, Kishan Singh	Non- Executive Independent	4	4

Performance Evaluation

Pursuant to the provisions of the Companies Act, 2013 and Listing Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 a separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board who were evaluated on parameters such as level of engagement and contribution and independence of judgment thereby safeguarding the interest of the Company. The performance evaluation of the Independent Directors was carried out by the entire Board.

The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors. The Board also carried out annual performance evaluation of the working of its Audit, Nomination and Remuneration as well as Stakeholders Relationship Committee. The Directors expressed their satisfaction with the evaluation process.

The Board of Directors expressed its satisfaction with the evaluation process.

Declaration by Independent Directors

The Company has received necessary declaration from each Independent Director under Section 149(7) of the Companies Act, 2013 that he/ she meets the criteria of Independence laid down in Section 149(6) of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Familiarization Program

The Company familiarizes not only the Independent Director but any new appointee on the Board, with a brief background of the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, operations of the Company, etc. They are also informed of the important policies of the Company, including the Code of Conduct for Board Members and Senior Management Personnel and the Code of Conduct to Regulate, Monitor and Report Trading in securities by insiders, etc. the particular of familiarization program for Independent Director can be accessed through the website of the company www.tspiritualworld.com.

Board Diversity Policy

In compliances with the provisions of the Listing Regulations, 2015, the Board through its Nomination and Remuneration Committee has devised a Policy on Board Diversity.

The objective of the Policy is to ensure that the Board comprises adequate number of members with diverse experience and skills, experience, such that it best serves the governance and strategic needs of the Company leading to competitive advantage. The Board composition at present meets with the above objective.

Risk Management Committee

The Risk Management Committee of the Board has been constituted in the manner prescribed in Listing Regulation 21 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Mr. Ganga Sahai , Mr. Kishan Singh and Mrs. Sharmila Ranabhat are members of the Committee. Mr. Ganga Sahai have been elected as Chairman of the Committee.

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The Committee is responsible to lay down the procedures to inform the Board about the risk assessment and minimization procedures and the Board shall be responsible for framing, implementing and monitoring the risk management plan of the Company.

During the year, one meeting of the committee was held on 25/03/2019.

The details of composition of the Committee and attendance during the year 2018-19 are as under:

Name of Director	Executive / Non-Executive / Independent	No. of Meetings held during the period	
		Held	Attended
Mrs. Sharmila Ranabhat	Non- Executive Independent	1	1
Mr. Ganga Sahai	Non- Executive Independent (Chairman)	1	1
Mr, Kishan Singh	Non- Executive Independent	1	1

Prevention of Insider Trading

The Company has adopted an insider trading policy regulate monitor and report trading by insider under the SEBI (Prohibition of Insider Trading) Regulation, 2015. The policy also includes practicing and Procedures for fair disclosure of unpublished price sensitive information initial and continual disclosure to identified designated employee and the Board receives the policy on a need basis. The Company Secretary cum Compliance Officer is responsible for implementation of the Code.

Management Discussion and Analysis Report

The Management Discussion and Analysis Report, as required under the Listing Regulations, is given in a separate section and forms part of the Annual Report.

Code of Conduct

In compliance with Regulation 26(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013, the Company has framed and adopted the code of conduct and ethics. The Board of Directors has laid down Code of Conduct for all Board Members and Senior Management of the Company. All the Board Members and Senior Management personnel have affirmed compliance with the code of conduct.

Secretarial Audit

A qualified Practicing Company Secretary carried out secretarial audit to reconcile the total admitted Equity Share Capital with National Securities Depository Limited and the Central Depository Services Limited and the total issued and Listed Equity Share Capital. The Secretarial Audit Report confirms that the total Issued / Paid up Capital is in agreement with the total number of shares in physical form and the total number of dematerialized share held with NSDL and CDSL.

Means of Communication

The quarterly/half yearly and audited financial results of the Company are published in leading English/Bengali (Regional) newspapers.

The quarterly results as well as the proceedings of the AGM / EGM are submitted to The Calcutta Stock Exchange/ BSE Limited immediately after conclusion of the respective Meeting.

The Company is in compliance with the provisions of the Listing Regulation of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 pertaining to the intimation of notice of Board Meeting, publication of notice and results, outcome of the Meeting etc.

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The information is also made available to the investors on the Company website, www.tspiritualworld.com.

The Company has complied with filing submission through BSE's Online Portal. All Financial and other vital information are promptly communicated to Stock Exchanges where the Company's Share are listed.

General Body Meeting

The last Annual General Meeting was held at its Registered Office as per details given below:

Year	AGM/ EGM	Day	Date	Time	Venue	Special Resolution
2017-18	AGM	Monday	24/09/18	3.30 P.M.	O2, VIP Hotel, VIP Road, Kaikhali, Kolkata-700052	NA
2016-17	AGM	Wednesday	20/09/17	10.00 A.M.	O2, VIP Hotel, VIP Road, Kaikhali, Kolkata-700052	NA
2015-16	AGM	Monday	26/09/16	04.15 P.M.	Celesta Hotel, RAA 43/2 VIP Road, Raghunathpur (North), Kolkata-700059	NA

During the year under review, no Special Resolution has been passed through exercise of Postal Ballot.

In the Annual General Meeting held on 24th September, 2018, all the resolutions were adopted through Poll/Postal Ballot or by Electronic Voting. The members have the options to vote either by physical ballot or e- voting.

Disclosure

The Company has complied with all requirements of the Listing Regulation entered into with the Stock Exchanges as well as the regulations and guidelines of SEBI. Consequently, there were no strictures or penalties imposed either by SEBI or Stock Exchange or any Statutory Authority for non-compliance of any matter related to the Capital Markets during the last three years.

There are no significant transaction with the related parties namely, promoters/ Directors or the management, their Associates or relatives etc. that may have a conflicting with the interest of the Company.

The Company has not raised any proceeds from public issue, rights issue, and preferential issue and also not issued any GDRs/ ADRs/ Warrants/ Equity share or any Convertible instruments or any other instruments during the year under review.

The guidelines/ Accounting Standards lay down by the Institute of Chartered Accountants of India and prescribed under Section 133 of the Companies Act, 2013 have been followed in preparation of financial statements of the company in all material respects.

The Company does not have any subsidiary.

The Board of Directors has adopted the Vigil Mechanism / Whistle Blower Policy. The Policy has provided a mechanism for Directors, Employees and other persons dealing with the Company to report to the Chairman of the Audit Committee, any instance of unethical behavior, actual or suspected fraud or violation of the Code of Conduct of the Company.

The Company has complied with all mandatory requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The non -mandatory requirements, to the extent followed by the company have been stated in this report.

Share Transfer System:-

Effective 1st April, 2019 SEBI has amended Regulation 40 of the Listing Regulations, which deals with transfer or transmission or transposition of securities. According to this amendment, the requests for effecting the transfer of listed securities shall not be processed unless the securities are held in dematerialised form with a Depository. Therefore, for effecting any transfer, the securities shall mandatorily be required to be in demat form.

According to SEBI, this amendment will bring the following benefits:

- It shall curb fraud and manipulation risk in physical transfer of securities by unscrupulous entities.
- Transfer of securities only in demat form will improve ease, convenience and safety of transactions for investors.

Compliance of Share Transfer formalities: -

As per the requirement of Regulation 40(9) of the Listing Regulations, the Company has obtained the half yearly certificates from the Company Secretary in practice for due compliance of share transfer formalities. The number of shares transferred/transmitted in physical form during F.Y. 2018 - 2019 is NIL.

Nomination

Individual Shareholders holding shares singly or jointly in physical form can nominate a person in whose name the shares shall be transferable in case of death of the registered shareholder(s). Nomination facility in respect of shares held in electronic form is also available with the depository participants as per the bye-laws and business applicable to NSDL and CDSL nomination forms can be obtained from the Company's Registrar and Share Transfer Agents.

General Shareholders Information

- a) a)Company Secretary cum Compliance Officer:-
Ms. Nikita Roy
4, Netaji Subhas, Road, 1st Floor, Kolkata-700 001
Tel: +91-33-22315717
- b) Date, Time & Venue of the Annual General Meeting of Shareholders:-
23rd day of September, 2019 at 11.30 a.m. at O2, VIP Hotel, VIP Road, Kaikhali, Kolkata-700052
- c) Particulars of Financial Calendar:-
- | | | |
|------------------------|---|---|
| First Quarter Results | : | within 45 days from the end of first quarter |
| Second Quarter Results | : | within 45 days from the end of second quarter |
| Third Quarter Results | : | within 45 days from the end of third quarter |
| Financial Year Results | : | within 60 days from the end of financial year |
- d) Dates of Book Closure : 17/09/2019 to 23/09/2019
- e) Dividend Payment : NIL
- f) Listing on Stock Exchanges:-
The Calcutta Stock Exchange Limited, Kolkata & BSE Limited, Mumbai
Annual Listing Fee has been paid for financial year 2019-2020 to BSE Limited & CSE

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- g) Stock Exchange Codes : 15091 (CSE), 532444 (BSE)
- h) Demat ISIN in NSDL and CDSL : INE541C01037
- i) Corporate Identity Number (CIN) : L63040WB1986PLC040796
- j) Registrar of Share transfer Agent (For Physical Copy) : M/s. Bigshare Services Private Limited
1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol Naka, Tel:+ 022-62638200,Fax:+ 022-62638299
Email: investor@bigshareonline.com,
Website: www.bigshareonline.com
- k) Market price data of shares traded, High / Low of Market Price of Company share: Market price Data high, Low & Volume at BSE during F.Y. 2018-19 is given below:

Months	High (Rs.)	Low (Rs.)	Volume (No. of Shares)
April 2018	1.17	0.90	135460
May 2018	0.90	0.84	6359
June 2018	0.83	0.72	4584
July 2018	0.72	0.69	4488
August 2018	0.70	0.50	24199
September 2018	0.48	0.37	45172
October 2018	0.75	0.38	33491
November 2018	0.82	0.69	144494
December 2018	0.86	0.83	9209
January 2019	0.85	0.81	545
February 2019	0.80	0.77	4546
March 2019	0.77	0.72	1530

Further, there has been no trade at The Calcutta Stock Exchange Limited and Company has been suspended from CSE w.e.f. 29/06/2017. However, the Company is in process for revocation of suspension.

- l) Performance in comparison to broad-based indices:

Company's Share Price	BSE	Indices	BSE
As at 02.04.2018	1.10	As at 02.04.2018	33,255.36
As at	0.72	As at 29.03.2019	38,672.91
Change%	-34.55	Change%	14.01

Note: There has been no trade at The Calcutta Stock Exchange Limited.

- m) During the year the Company had no debt instrument or any fixed deposit or any scheme or proposal of the listed company involving mobilization of funds, whether in India or abroad. Accordingly, obtaining Credit Rating during the F.Y. 2018-19 is not applicable to the Company.

- n) Company has not issued any Global Depository Receipts or American Depository Receipts or warrant or any convertible instruments or conversion date and likely impact on equity during the F.Y. 2018-19.
- o) The company has no exposure to commodity price risk or foreign risk and hedging activities undertaken during the F.Y. 2018-2019.

Income Tax Pan Mandatory for Transfer of Securities

As per Regulation 40(7) read with Schedule VII of the Listing Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for registration of transfer of securities, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN card to the list entity for registration of transfer of securities.

Dematerialization of Shares

The Company's share are compulsory traded in dematerialized form and are available for trading on both depositories viz. National Security Depository Limited (NSDL) and Central Depository Services (India) Ltd. (CDSL). About 19999702 (99.99%) of total equity share capital is held in Demat form with NSDL & CDSL and 2298 (0.01%) shares in Physical as at 31st March, 2019.

A. De-mat initiative

Why Demat:-

- | | |
|---|--|
| ➤ Easy portfolio monitoring | ➤ Immediate transfer/trading of securities |
| ➤ No physical shares can be transferred from 1st April 2019 | ➤ Periodic status reports and information available on internet |
| ➤ Elimination of all risks associated with physical certificates | ➤ Saves the shareholder from going through cumbersome legal processes to reclaim the lost/ pilfered certificates |
| ➤ Elimination of bad deliveries & Faster settlement cycle | ➤ Postal delays and loss of shares in transit is prevented |
| ➤ Immediate transfer/trading of securities | ➤ Ease related to change of address |
| ➤ No stamp duty is paid on transfer of shares | ➤ Ensures faster communication to investors |
| ➤ Faster disbursement of non-cash corporate benefits like Rights, Bonus, etc. | ➤ Provides more acceptability and liquidity of securities |

In view of the above, all the investors who are holding shares in physical form, should consider opening a de-mat account at the earliest and submit request for dematerialisation of their shares in order to protect the liquidity of the shares.

B. Depository Services

Members may write to the respective Depository or to RTA (M/s. Bigshare Services Private Limited) for guidance on depository services. Address for correspondence with the Depositories is as follows:

- National Securities Depository Limited
Trade World, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013.
Tel. No. : 022 2499 4200, Fax No. : 022 2497 6351, e-mail : info@nsdl.co.in ,website : www.nsdl.co.in
- Central Depository Services (India) Limited
Marathon Futurex, A-Wing, 25th floor, N. M. Joshi Marg, Lower Parel, Mumbai 400 013
Tel. No.: 022 2272 3333, Fax No.: 022 2272 3199, e-mail: investor@cdslindia.com website: www.cdslindia.com

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Whole Time Director Certification

The Whole Time Director has given appropriate certification to the Board as required Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Distribution of Shareholdings

Categories of shareholders as on 31/03/2019:-

Category	No. of shareholders	No. of shares	% of Equity Share Capital
Promoter	7	3316280	16.58%
Other Body Corporate	186	2006510	10.03
Individual	14439	14679210	73.39
Total	14632	20002000	100%

No. of Equity Share held	No. of Shareholders	% of Shareholders	No. of Shares	% of Shares
1-500	10024	68.51	1977390	9.89
501-1000	2327	15.90	1940433	9.70
1001-2000	1174	8.02	1912646	9.56
2001-3000	332	2.27	864943	4.32
3001-4000	219	1.50	793746	3.97
4001-5000	142	0.97	675752	3.38
5001-10000	227	1.55	1728293	8.64
10001-above	187	1.28	10108797	50.54
Total	14632	100%	20002000	100%

Note: Distribution / Categories of Shareholdings as given above are on folio no(s) wise, whereas Share Holding Pattern, pursuant to Regulation 31 of the SEBI (LODR) Regulation 2015 vide circular No. CIR/CFD/CMD/13/2016 dated 30th November, 2015, filed with Stock Exchanges were consolidated on the basis of the PAN, to avoid multiple disclosures of shareholding of the same person.

Other Disclosure: -

- There were no materially significant related part transactions during the year which have potential conflict with the interest of the Company at large.
- There was no non-compliance, penalties, strictures imposed on the Company by Stock Exchanges, the Securities and Exchange Board of India or any statutory authority, on any matter related to Capital Markets, during the last three years.
- The Company has adopted Whistleblower Policy & Vigil Mechanism for directors, employees and stakeholders to report concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct. The said policy has been posted on the Company's website at www.tspiritualworld.com. The Company affirms that no personnel have been denied access to the Audit Committee of Directors.
- The policy for determining material subsidiaries has been uploaded on the Company's website at www.tspiritualworld.com.
- The policy on dealing with related party transactions has been uploaded on the Company's website at www.tspiritualworld.com.

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- The Company did not raise any funds through preferential allotment or qualified institutions placement as specified under regulation 32 (7A) during the year under review.
- A certificate from a Company Secretary in practice has been received stating that none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of the company by SEBI/Ministry of Corporate Affairs or any such statutory authority.
- All the recommendations (if any) of the various committees were accepted by the Board.
- During the year, details of fees paid/payable to the Statutory Auditors has been disclosed by Company in Note No. 21 of Financial Statements under the other expenses head and notes to accounts respectively for the year ended 31st March ,2019. The Company does not have any Subsidiaries.
- Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 has disclosed in this Board Report.
- The Company has complied with all the requirements of Corporate Governance Report as stated under sub para (2) to (10) of section (C) of Schedule V to the Listing Regulations.
- The Company has complied with all the requirements of corporate governance as specified in Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the Listing Regulations.
- The Company follows Indian Accounting Standards (Ind AS) issued by the Ministry of Corporate Affairs in the preparation of its financial statements.
- The Company has obtained compliance certificate from the Practicing Chartered Accountants on corporate governance, which is attached herewith in this Annual Report.
- As required under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2, particulars of Directors seeking appointment/re-appointment at the forthcoming AGM are given in the Notice of the AGM.

Declaration of Code of Conduct

This is to confirm that the Company has adopted a code of conduct for the members of the Board and the Senior Management Personnel in compliance with Listing Regulations 26(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, aligned with Companies Act, 2013. I hereby confirm that the Board and the Senior Management Personnel of the Company have complied with the code of conduct in respect of the financial year ended 31.03.2019.

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

**Vinod Kumar Jha
(Whole-Time Director)
(DIN: 07799924)**

**Ganga Sahai
(Director)
(DIN: 07116838)**

**Place: Kolkata
Date: 14th August, 2019**

Whole Time Director/ CFO Certification

**To The Board of Directors,
T. Spiritual World Limited**

We, the undersigned, in my respective capacity as Whole Time Director and CFO of T. Spiritual World Limited, to the best of my knowledge and belief certify that;

1. We have reviewed the Financial Statements and the Cash Flow Statement for the year ended 31st March, 2019 and that to the best of my knowledge and belief, I state that:
 - I. these statements do not contain any materially untrue statement or omit any material fact or contain statements that may be misleading;
 - II. these statements together present a true and fair statement of the Company's Affairs and are in compliance with the existing accounting standard, applicable laws and regulations.
 2. We further state that, to the best of my knowledge and belief, there are no transactions entered into by the Company during the year ended 31st March, 2019, which are fraudulent, illegal or in violation of the Company's Code of Conduct.
 3. We accept responsibility for establishing and maintaining internal controls for financial reporting and I have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which I am aware and the steps I have taken or propose to take to rectify these deficiencies.
 4. We have indicated, to the Auditors and the Audit Committee:
 - I. that there have been no significant changes in internal control over financial reporting during the year;
 - II. that there have been no significant changes in accounting policies during the year; and
 - III. that there have been no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or employees having a significant role in the Company's internal control systems over financial reporting.
-

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

**Vinod Kumar Jha
(Whole-Time Director)
(DIN: 07799924)**

**Sushma Rana
(Chief Financial Officer)**

**Place: Kolkata
Date: 28th May, 2019**

INDEPENDENT AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

**TO,
THE MEMBERS OF,
T. SPIRITUAL WORLD LIMITED**

We have examined the compliance of conditions of Corporate Governance by T. Spiritual World Limited ("the Company") for the year ended on 31st March, 2019, as stipulated in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and para C and D of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations').

Managements' Responsibility: -

The Compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in the SEBI Listing Regulations.

Auditor's Responsibility: -

Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statement of the Company.

We have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.

We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India (the ICAI), the Standards on Auditing specified under Section 143(10) of the Companies Act, 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion: -

Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has generally complied with the conditions of Corporate Governance as stipulated in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and para C and D of Schedule V of the SEBI Listing Regulations during the year ended 31st March, 2019, to the extent possible and as applicable to it.

We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

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Restrictions on use: -

This certificate is issued solely for the purposes of complying with the aforesaid Regulations and may not be suitable for any other purpose.

**For Mohindra Arora & Co.
Chartered Accountants
Firm registration No: 006551N**

**Ashok Katial
Partner
Membership No: 09096**

Place: Kolkata
Date: August 14, 2019

UDIN: 19009096AAAAAP4505

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Pursuant to Listing Regulation of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 aligned with Companies Act, 2013, the Management Discussion & Analysis Report for the year under review is given below;

Background

The Management Discussion and Analysis Report sets out the developments in the business, the Company's performance since the last Report and the future outlook. This Report is part of the Director's Report and the Audited Financial Statements, forming part of the Annual Report. However, certain statements made in this Report relating to the projections, outlook, expectations, estimates, etc, may constitute "forward looking statements" within the meaning of applicable laws and regulations and may differ from actual. Several factors could make a significant difference to the Company's operations, including climatic conditions, economic conditions affecting demand and supply, government regulations, revision in government policies, taxation and natural calamities over which the Company does not have any control.

India in Global Market

India is presently known as one of the most important players in the global economic landscape. Its trade policies, government reforms and inherent economic strengths have attributed to its standing as one of the most sought after destinations for foreign investments in the world. Also, technological and infrastructural developments being carried out throughout the country augur well for the trade and economic sector in the years to come.

Market Scenario

India's total outward shipments were \$303.5 billion in 2017-18. The all-time high is \$314.4 billion posted in 2013-14. March exports are expected to be above \$30 billion, buoyed by strong performances by engineering and pharmaceuticals sectors. Services exports are likely to cross \$200 billion in FY19, taking overall exports to over \$500 billion.

Commerce and industry minister Suresh Prabhu is confident of India's exports touching new heights this year. "This happened because we had our sectoral strategy, an institutional mechanism a product-geography matrix,"

As per official data, India's overall exports (merchandise and services) in April-February 2018-19 were estimated to be \$483.98 billion, exhibiting a growth of 8.73% over the year-ago period.

Exports have been hit by the muted growth of traditional exports such as gems and jewellery, farm and engineering as well as liquidity crunch stemming from the goods and services tax, and global factors.

The healthy growth in exports comes at a time when the World Trade Organization has cut global trade forecast to 2.6% in 2019 from 3% in 2018.

"World trade will continue to face strong headwinds in 2019 and 2020 after growing more slowly than expected in 2018 due to rising trade tensions and increased economic uncertainty," WTO said. The multilateral trade watchdog attributed slow trade growth in 2018 to new tariffs and retaliatory measures affecting widely-traded goods, weaker global growth, volatility in financial markets and tighter monetary conditions in developed countries, among others."

Market Environment

T. Spiritual World Limited is engaged in the business of trading in commodities and its allied products and dealing in other concern activities with an excellent track record of growth in the Indian domestic market. The Company adherence to strong business ethics and transparent corporate policies, with a stable

political environment, this is probably the most conducive period for a steady pace of implementation of policy reforms.

Review of Operation

The Company operates mainly in Indian Market. The management of T. Spiritual World Limited presents the analysis of performance of the Company for the Financial Year 2018-19 and its outlook for the future. This outlook is based on assessment of the current business environment. It may vary due to future economic and other developments. The Company has managed to maintain a growth trajectory in its financial performance in the current year. During the year under review, the Company achieved the total revenue of Rs. 14,07,305/-.

Business Segment

The Company is into the business of Trading in Commodities and its allied product. The Company operates mainly in Indian Market.

Opportunities and Threats

Opportunities

- a) Favorable Government regulations
- b) Favorable macro-economies and micro-economies conditions
- c) Niche for growth

Threats

- a) Imports from China and other cost effective labour countries
- b) Competition in the Indian market from large traders
- c) Geographically located in East India and presently not covering pan India
- d) Increase cost of operations
- e) Increase in cost of logistics

Risk and Concerns

Uncertainties in business offer opportunities and downside risks. Consequently, the Company recognizes the importance of well-structured system to identify and manage the different elements of risk.

Pressure on margins, high manpower and infrastructure cost, availability of substitutes, higher overheads, are some factors which could impact adversely especially as we strive to tap into the competitive markets.

Basis of preparation and presentation of our Financial Statements

The Financial Statements have been prepared and presented under the historical cost convention, unless otherwise specifically stated, on the accrual basis of accounting and comply with the applicable accounting standards referred to in the Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014.

Internal Financial Control and their Adequacy

The Company has in place well-defined internal control mechanisms and comprehensive internal audit programs with the activities of the entire organization under its ambit.

Human Resources

Human Resources Development envisages the growth of the individual in tandem with the organization. It also aims at the upliftment of the individual by ensuring an enabling environment to develop capabilities and to optimize performance.

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Your Directors want to place on record their appreciation for the contribution made by employees at all levels, who through their steadfastness, solidarity and with their co-operation and support have made it possible for the Company to achieve its current status

The Company, on its par, would endeavor to tap individual talents and through various initiatives, ingrain in our human resources, a sense of job satisfaction that would, with time, percolates down the line. It is also the endeavor of the Company to create in its employees a sense of belonging, and an environment that promotes openness, creativity and innovation.

Material Developments in Human Resources

Our professionals and employees are our most important assets. We believe that the quality and level of service that they deliver is a huge contributing factor in growth and development of the Company. Further, for better management certain alterations were made in the top management and other hierarchies in the Company.

Discussion of Financial Performance

Directors of your Company are very hopeful to build up the performance of the company and post better results in the forthcoming financial year and to add value to the shareholders. The Company is hopeful of improving its turnover and bottom line and hopeful of posting better revenue ahead. Financial Highlights with respect to Operational Performance is as under:

(Amount in ₹)

Particulars	2018-19	2017-18
Profit Before Tax	(1,46,00,391)	(45,966,813)
Profit after Tax	(1,48,35,866)	(45,515,321)
Earning Per Share	(0.74)	(2.28)

Details of Significant Changes: -

Sl. No.	Particular	F.Y. 18-19	F.Y. 17-18	Reason
1	Debtor Turnover Ratio (Months)	-	50.37	Due to NIL revenue from Operations.
2	Inventory Turnover Ratio	-	-	Not Applicable
3	Interest Coverage Ratio	-	-	Not Applicable
4	Current Ratio	134.68	36.46	Due to provisions in previous year which were paid in current year. Almost 77% provisions were in excess as compared to the current year.
5	Debt Equity Ratio	-	-	Not Applicable
6	Operating Profit Margin %	0.00%	83%	Due to NIL revenue from Operations. Calculation excludes exceptional items, taxes and finance cost
7	Net Profit Margin %	0.00%	110%	Due to NIL revenue from Operations. Calculation excludes exceptional items
8	Return on Networth	-22.60	2.33	Due to reduction in Losses in current year w.r.t. exceptional items as compared to previous year.

Cautionary Statement

Statements made in the 'Management Discussion and Analysis Report' describing the Companies' objectives, expectations or predictions may be forward looking within the meaning of applicable securities laws and regulations. Actual results may differ materially from those expressed in the statement important factors that influence the Company's operations, include global and domestic supply and demand conditions. We undertake no obligation to publicly update any forward looking statements, whether as a result of new information, future events or otherwise. Readers are cautioned not to place undue reliance on these forward looking statements that speak only of their dates.

INDEPENDENT AUDITORS' REPORT

**TO,
THE MEMBERS OF,
T. SPIRITUAL WORLD LIMITED**

Report on the Financial Statements: -

We have audited the accompanying financial statements of T. Spiritual World Limited ("the Company"), which comprise the Balance Sheet as at 31st March, 2019, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, including Ind AS specified under Section 133 of the Act, of the state of affairs (financial position) of the Company as at 31st March 2019, and its losses (financial performance including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion:-

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters:-

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined that there are no key audit matters to communicate in our report.

Information other than the Financial Statements and Auditor's Report thereon

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the financial statements and our auditors' report thereon.

Our opinion on the standalone Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone Ind AS financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Financial Statements: -

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance (including other comprehensive income), cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards ("IND AS") specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone Ind AS financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the standalone Ind AS financial statements:-

Our objectives are to obtain reasonable assurance about whether the standalone Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone Ind AS financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the

date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone Ind AS financial statements, including the disclosures, and whether the standalone Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone Ind AS financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements: -

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in "Annexure A", a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, based on our audit, we report, to the extent applicable that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c. The standalone financial statements dealt with by this Report are in agreement with the relevant books of account;
 - d. In our opinion, the aforesaid financial statements comply with the IND AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - e. On the basis of written representations received from the directors as on 31st March, 2019, taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019, from being appointed as a director in terms of Section 164(2) of the Act.
 - f. With respect to the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B".
 - g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

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- i. The Company does not have any pending litigations which would have any material impact on its financial Position;
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company;

For, Mohindra Arora & Co.
Chartered Accountants
Firm registration No: 006551N

Ashok Katial
Partner
Membership No: 09096

Place: Kolkata
Date: May 28, 2019

“ANNEXURE A” TO THE INDEPENDENT AUDITORS’ REPORT

(Referred to in paragraph 1 under the heading ‘Report on Other Legal and Regulatory Requirements’ of our Report of even date)

- i. In respect of its property, plants and equipments:
 - a. The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plants and equipments;
 - b. As explained to us, the property, plants and equipments have been physically verified by the management at reasonable intervals. No material discrepancies were noticed on such physical verification.
 - c. According to the information and explanations given to us, there are no immovable properties owned by the Company under property, plants and equipments. Accordingly, paragraph 3 (i) (c) of the Order is not applicable to the Company.
- ii. The Company does not have any inventory. Accordingly, paragraph 3(ii) of the Order is not applicable to the Company.
- iii. The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Companies Act, 2013. Accordingly, clauses 3 (iii) (a) to (C) of paragraph 3 of the Order are not applicable to the Company.
- iv. According to the information and explanations given to us, the company has not provided any loans, guarantees or securities which fall under the purview of Section 185 of the Companies Act, 2013. The Company has complied with the provisions of Section 186 of the Act, in respect of investments made and outstanding at the year- end.
- v. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public, in terms of the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 of the Act or any other relevant provisions of the Companies Act, 2013 and the Rules framed thereunder. Accordingly, clause (v) of paragraph 3 of the Order is not applicable to the Company.
- vi. As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub - section (1) of Section 148 of the Companies Act, 2013 in respect of the activities carried on by the Company. Accordingly, clause (vi) of paragraph 3 of the Order is not applicable to the Company.
- vii. In respect of statutory dues:
 - a. According to the information and explanations given to us and based on our examination of the records of the Company, the Company is generally regular in depositing undisputed statutory dues including provident fund, employees’ state insurance, income tax, sales-tax, goods & service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues, as applicable to the Company with the appropriate authorities.

According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid statutory dues, were outstanding as at 31st March, 2019, for a period of more than six months from the date they became payable.

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- b. According to the records of the Company, there are no dues of sales tax or goods & service tax or duty of customs or duty of excise or value added tax which have not been deposited on account of any dispute.
- viii. The Company has not raised /obtained any loans or borrowings from financial institutions or banks or government or by issue of debentures. Accordingly, paragraph 3 (viii) of the Order is not applicable to the Company.
- ix. The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable to the Company.
- x. According to the information and explanations given to us and based on audit procedures performed and representations obtained from the management, we report that no fraud by the Company or any fraud on the company by its officers or employees has been noticed or reported during the year under audit.
- xi. According to the information and explanations given to us, the Company has paid / provided managerial remuneration in accordance with the requirements of the provisions of Section 197 read with Schedule V to the Companies Act, 2013.
- xii. According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, paragraph 3 (xii) of the Order is not applicable to the Company.
- xiii. According to the information and explanations given to us, during the year under review, the Company has not entered into any transaction with Related Parties that require approval under Section 177 and Section 188 of the Companies Act, 2013 and the Rules made thereunder. Accordingly, paragraph 3(xiii) of the Order is not applicable to the Company.
- xiv. During the year under review, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures. Accordingly, paragraph 3(xiv) of the Order is not applicable to the Company.
- xv. According to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors, hence, provisions of Section 192 of the Companies Act, 2013 are not applicable to the company. Accordingly, reporting under clause (xv) of Paragraph 3 of the Order is not applicable to the Company.
- xvi. According to the information and explanations given to us, the Company is not required to be registered under Section 45- IA of the Reserve Bank of India Act, 1934.

For, Mohindra Arora & Co.
Chartered Accountants
Firm registration No: 006551N

Ashok Katial
Partner
Membership No: 09096

Place: Kolkata
Date: May 28, 2019

“ANNEXURE B” TO THE INDEPENDENT AUDITORS’ REPORT

(Referred to in paragraph 2(f) under the heading ‘Report on Other Legal and Regulatory Requirements’ section of our Report of even date)

Independent Auditors’ Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of T. Spiritual World Limited (“the Company”), as of 31st March, 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls: -

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor’s Responsibility: -

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting: -

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with

authorisations of management and Directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting: -

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion: -

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For, Mohindra Arora & Co.
Chartered Accountants
Firm registration No: 006551N**

**Ashok Katial
Partner
Membership No: 09096**

Place: Kolkata
Date: May 28, 2019

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BALANCE SHEET AS AT 31ST MARCH 2019

Particulars	Note No.	As at 31st March 2019 ₹	As at 31st March 2018 ₹
A. ASSETS			
Non-current assets			
Property, plant and equipment	2	1,13,279	93,927
Financial assets			
Investments	3	2,76,520	7,93,393
Other financial assets	4	3,17,93,425	4,23,89,405
Other non-current assets	5	1,35,97,320	1,35,97,320
Total Non-Current Assets		4,57,80,544	5,68,74,045
Current assets			
Financial assets			
Trade receivable	6	30,61,540	80,32,639
Cash and cash equivalents	7	2,26,475	3,28,348
Loans	8	1,55,86,248	1,55,55,000
Other financial assets	9	11,51,761	4,84,704
Other current assets		-	-
Total Current Assets		2,00,26,024	2,44,00,691
Total Assets		6,58,06,568	8,12,74,736
B. EQUITY AND LIABILITIES			
Equity			
Equity Share capital	10	20,00,20,000	20,00,20,000
Other Equity	11	(13,43,62,125)	(11,95,26,259)
Total equity		6,56,57,875	8,04,93,741
LIABILITIES			
Non-current liabilities			
Financial liabilities			
Borrowings		-	-
Deferred tax liabilities (net)	12	-	1,11,743
Total Non- Current Liabilities		-	1,11,743
Current liabilities			
Financial liabilities			
Borrowings		-	-
Other current liabilities	13	1,48,693	6,69,252
Total Current Liabilities		1,48,693	6,69,252
Total Equity and Liabilities		6,58,06,568	8,12,74,736

Significant Accounting Policies

1

The accompanying notes are an integral part of the financial statements.

As per our report of even date.

For M/s. Mohindra Arora & Co.

Firm Registration Number - 006551N

Chartered Accountants

For and on behalf of the Board of Directors

Ashok Kumar Katial

Partner

Membership No. 09096

Vinod Kumar Jha

(Whole Time Director)

DIN: 07799924

Ganga Sahai

(Director)

DIN: 07116838

Place: Kolkata

Date: 28th day of May, 2019

Nikita Roy

CS

Sushma Rana

CFO

T. SPIRITUAL WORLD LIMITED

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STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON 31ST MARCH 2019

Particulars	Note No.	For the Year Ended	For the Year Ended
		31st March, 2019	31st March, 2018
		₹	₹
Income:			
Revenue from Operations (Gross)	14	-	17,10,000
Other Income	15	14,07,305	58,24,207
Total Revenue		14,07,305	75,34,207
Expenses:			
Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	16	-	8,89,000
Employee Benefit Expenses	17	3,66,802	12,32,268
Depreciation and Amortisation Expenses	18	36,892	2,22,962
Finance Cost		-	-
Other Expenses	19	63,08,522	37,68,296
Total Expenses		67,12,216	61,12,526
Profit before Exceptional Items and Tax		(53,04,911)	14,21,681
Exceptional Items	20	92,95,480	4,73,88,494
Profit before Tax		(1,46,00,391)	(4,59,66,813)
Tax Expense:			
-Current Tax		-	-
-Deferred Tax	12	(1,11,743)	(4,13,937)
-Tax in respect of Earlier years		3,47,218	(37,555)
Total Tax Expenses		2,35,475	(4,51,492)
Profit for the year after Tax		(1,48,35,866)	(4,55,15,321)
Other Comprehensive Income		-	-
Total Comprehensive Income after Tax		(1,48,35,866)	(4,55,15,321)
Earnings per Equity Share (Face Value of Rs.10 per share [P.Y. Rs.10 Per Share])			
-Basic & Diluted (annualised)	21	(0.74)	(2.28)

Significant Accounting Policies

1

The accompanying notes are an integral part of the financial statements.

As per our report of even date.

For M/s. Mohindra Arora & Co.

Firm Registration Number - 006551N

Chartered Accountants

For and on behalf of the Board of Directors

Ashok Kumar Katial

Partner

Membership No. 09096

Vinod Kumar Jha

(Whole Time Director)

DIN: 07799924

Ganga Sahai

(Director)

DIN: 07116838

Place: Kolkata

Date: 28th day of May, 2019

Nikita Roy

CS

Sushma Rana

CFO

T. SPIRITUAL WORLD LIMITED

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CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31ST MARCH 2019

Particulars	For the Year Ended	For the Year Ended
	31st March, 2019	31st March, 2018
	₹	₹
(A) Cash Flow From Operating Activities		
Net Profit before Tax & Exceptional items	(53,04,911)	14,21,681
Adjustments for :-		
(Profit)/ Loss on Sale of Fixed Assets	2,756	17,77,925
(Profit)/ Loss on Sale of Investments	-	(39,97,800)
(Profit)/ Loss on Revaluation of Investments	5,16,873	2,19,200
Provision for bad and doubtful debts	44,12,154	-
Other Income received	(13,85,761)	(18,26,407)
Depreciation and Amortisation on tangible assets	36,892	2,22,962
Operating Profit Before Working Capital Changes	(17,21,997)	(21,82,439)
Adjustments for :-		
Working/ Operating Capital Changes		
(Increase)/ Decrease in Other Receivables	13,00,500	(33,30,000)
(Increase)/ Decrease in Inventories	-	8,89,000
(Increase)/ Decrease in Trade Receivables	5,58,945	(17,10,000)
(Increase)/ Decrease in Other Financial Assets	(6,67,057)	(4,84,704)
(Increase)/ Decrease in Short Term Loans & Advances	(31,248)	(55,000)
(Increase)/ Decrease in Other Non Current Assets	-	2,00,000
Increase/ (Decrease) in Other Current Liabilities	(5,20,559)	4,86,212
Cash Generated From Operations	(10,81,416)	(61,86,931)
Payment of Taxes	3,47,218	9,69,900
Net Cash Flow (Used in)/ Generated From Operating Activities (A)	(14,28,634)	(71,56,831)
(B) Cash Flow From Investing Activities		
(Purchase)/ Sale of Non Current Investments (Net)	-	39,97,800
(Purchase)/ Sale of Fixed Assets (Net)	(59,000)	4,75,000
Interest Received	13,85,761	18,26,407
Net Cash Flow (Used in)/ Generated From Investing Activities (B)	13,26,761	62,99,207
(C) Cash Flow From Financing Activities		
Interest Received	-	-
Net Cash Flow (Used in)/ Generated From Financing Activities (C)	-	-
Net Increase/(Decrease) in Cash & Cash Equivalents (A+B+C)	(1,01,873)	(8,57,624)
Cash & Cash Equivalents as at the beginning of the year	3,28,348	11,85,972
Cash & Cash Equivalents as at the end of the year	2,26,475	3,28,348

Notes:

The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Ind AS 7 on 'Statement of Cash Flows'

As per our report of even date

For M/s. Mohindra Arora & Co.

Firm Registration Number - 006551N

Chartered Accountants

For and on behalf of the Board of Directors

Ashok Kumar Katial

Partner

Membership No. 09096

Vinod Kumar Jha

(Whole Time Director)

DIN: 07799924

Ganga Sahai

(Director)

DIN: 07116838

Place: Kolkata

Date: 28th day of May, 2019

Nikita Roy

CS

Sushma Rana

CFO

T. SPIRITUAL WORLD LIMITED

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STATEMENT OF CHANGES IN EQUITY

A) Equity Share Capital

(Amount in ₹)

Particulars	Amount
As at 31st March 2018	20,00,20,000
Changes during the year	-
As at 31st March 2019	20,00,20,000

B) Other Equity

Particulars	Securities Premium	General Reserve	Retained Earnings	Total
As at 31st March 2018	99,85,000	11,80,414	(13,06,91,673)	(11,95,26,259)
Profit for the year			(1,48,35,866)	(1,48,35,866)
As at 31st March 2019	99,85,000	11,80,414	(14,55,27,539)	(13,43,62,125)

Significant Accounting Policies

The accompanying notes are an integral part of the financial statements.

As per our report of even date.

For M/s. Mohindra Arora & Co.

Firm Registration Number - 006551N

Chartered Accountants

For and on behalf of the Board of Directors

Ashok Kumar Katial

Partner

Membership No. 09096

Vinod Kumar Jha

(Whole Time Director)

DIN: 07799924

Ganga Sahai

(Director)

DIN: 07116838

Place: Kolkata

Date: 28th day of May, 2019

Nikita Roy

CS

Sushma Rana

CFO

Corporate Information:

T. Spiritual World Limited is a Public Company domiciled in India and incorporated under the provisions of the Companies Act, 1956. Its shares are listed on The BSE Limited and Calcutta Stock Exchange. The Company is primarily engaged in business of Trading in Commodities and its allied products. The registered office of the company is located at 4, N. S. Road, 1st Floor, Kolkata - 700 001, West Bengal.

Notes to Financial Statements as at and for the year ended 31st March, 2019

1. Significant Accounting Policies and Key Estimates and Judgements

1.1 Basis of Preparation of financial statements

These financial statements for the year ended 31st March, 2019 are the financial statements, the Company has prepared in accordance with Indian Accounting Standards ("Ind AS") consequent to the notification of The Companies (Indian Accounting Standards) Rules, 2015 (the Rules) issued by the MCA.

As per the requirements of IND AS, fair valuation adjustments pertaining to financial assets, the Company has incurred losses in the past and in reporting year which had resulted in erosion of net worth of the Company. The company expects growth in its operations in coming years with continuous improvement in operational efficiency. Accordingly, the financial statements have been prepared on accrual basis under the historical cost convention and on-going concern concept, unless otherwise stated.

The financial statements have been prepared on a historical cost basis, except for certain financial assets measured at fair value as described in accounting policies regarding financial instruments.

Estimates

The preparation of the financial statements, in conformity with the generally accepted accounting principles, requires estimates and assumptions to be made which affect the reported amounts of assets and liabilities on the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Differences between actual results and estimates are recognized in the period in which the results are known/ materialized.

1.2 Summary of Significant Accounting Policies

a. Current versus Non-Current Classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in Company's normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when it is:

- expected to be settled in Company's normal operating cycle
- held primarily for the purpose of trading
- due to be settled within twelve months after the reporting period, or
- there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current. Deferred tax assets and liabilities are classified as non-current assets and liabilities. The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

b. Revenue Recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

Sale of Goods

Revenue from the sale of goods is recognised on transfer of significant risks and rewards of ownership to customers based on the contract with the customers for delivery. Revenue from the sale of goods is net of returns and allowances, trade discounts and volume rebates. The Company collects Goods & Service Tax on behalf of the government and therefore, it is not an economic benefit flowing to the Company and hence excluded from revenue (if any).

Interest Income

For all debt instruments measured at amortised cost, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortised cost of a financial liability. Interest income is included in other income in the statement of profit and loss.

Dividends

Revenue is recognised when the Company's right to receive the payment is established, which is generally when shareholders approve the dividend.

c. Taxes

Tax expense is the aggregate amount included in determination of profit or loss for the period in respect of current tax & deferred tax.

Current Tax

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred Tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits (MAT Credit Entitlement) and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the

deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

d. Property, Plant and Equipment

Property, Plant and Equipment is stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Such cost includes the cost of replacing part of the plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives.

Expenditure directly attributable to expansion projects are capitalised. Administrative, general overheads and other indirect expenditure (including borrowing costs) incurred during the project period which are not related to the project nor are incidental thereto, are charged to Statement of Profit and Loss.

Depreciation on property, plant and equipment is provided under Written Down Value method at the rates determined based on useful lives of the respective assets and residual values which is in line with those indicated in Schedule II of The Companies Act, 2013.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at the end of each financial year and adjusted prospectively, if appropriate.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement when the asset is derecognised.

e. Investment Property

Property that is held for Long Term rental yields or for capital appreciation or both and is not occupied by Company is classified as Investment Property. Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and accumulated impairment loss, if any.

All other repair and maintenance costs are recognised in the statement of profit or loss as incurred.

Investment properties are derecognised either when they have been disposed off or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal.

The difference between the net disposal proceeds and the carrying amount of the asset is recognised in the statement of profit or loss in the period of de-recognition.

Estimated useful life of Investment Property for calculation of Depreciation is taken as stated in para (d) above.

f. Intangible Assets

Intangible assets comprise of implementation cost for software and other application software acquired / developed for in-house use. These assets are stated at cost, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably, less accumulated amortisation and accumulated impairment losses, if any.

g. Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

h. Inventories

Inventories are valued at the lower of cost and net realisable value. Finished Goods/ Stock-In Trade are valued at lower of cost or net realizable value. Cost comprises all costs of purchases and other cost incurred in bringing the inventory to its present location and condition. Cost is determined on First in First Out (FIFO) basis. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

i. Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial Assets

(i) Initial Recognition and Measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchase or sale of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the settlement date, i.e., the date that the asset is delivered to or by the Company which generally coincides with the trade date.

(ii) Subsequent Measurement

For purposes of subsequent measurement, financial assets are classified in following categories:

- a. Equity instruments at fair value through profit or loss (FVTPL)
- b. Debt instruments, if any, at amortised cost
- c. Equity Instruments in subsidiaries

a. Equity Instruments at Fair Value through Profit or Loss (FVTPL)

All equity investments in scope of Ind AS 109 are measured at fair value except equity investments in subsidiaries which are measured at cost as per Ind AS 27. For equity instruments, the Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an

instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to statement of profit and loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.

b. Debt instruments at amortised cost

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

- (a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- (b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the statement of profit or loss. The losses arising from impairment are recognised in the profit or loss. This category generally applies to trade receivables, cash and bank balances, loans and other financial assets of the company

c. Equity Instruments in subsidiaries

Equity investments in Subsidiaries are carried at Cost, in accordance with option available in Ind AS 27 "Separate Financial Statements".

(iii) De-Recognition

A financial asset (or, where applicable, a part of a financial asset) is primarily derecognised (i.e. removed from the Company's balance sheet) when the rights to receive cash flows from the asset have expired.

(iv) Impairment of Financial Assets

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss and credit risk exposure.

The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables.

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

As a practical expedient, the Company uses historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates to determine impairment loss allowance on portfolio of its trade receivables.

Financial Liabilities

(i) Initial Recognition and Measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings or payables.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts.

(ii) Subsequent Measurement

The measurement of financial liabilities depends on their classification, as described below:

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

(iii) De-Recognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expired. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

(iv) Offsetting of Financial Instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

j. Fair Value Measurement

The Company measures financial instruments, such as, quoted investments at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- (i) Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- (ii) Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

- (iii) Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements at fair value on recurring basis the Company determines whenever transfers have occurred between levels in the hierarchy by reassessing categorisation at the end of each reporting period and discloses the same.

k. Impairment of Non-Financial Assets

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or class of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

l. Cash and Cash Equivalent

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

m. Cash Dividend to Equity Holders

The Company recognises a liability to make cash distributions to equity holders of the Company when the distribution is authorised and the distribution is no longer at the discretion of the Company. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

n. Earning Per Share

Earning per share is calculated by dividing the net profit or loss before OCI for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. For the purpose of calculating diluted earnings per share, the net profit or loss before OCI for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

o. Retirement and other Employee Benefits

All employee benefits falling due wholly within twelve months of rendering the service are recognized in the period in which employee renders the related service and charged to the Statement of Profit & Loss.

Since numbers of employee employed by the Company for any part of the year or throughout the year were within the prescribed threshold limit of the relevant statute relating to Employees, hence, the provisions of Employees' Provident Funds and Miscellaneous Provisions Act, 1952, Payment of Bonus Act, 1965, Employees' State Insurance Act, 1948. Payment of Gratuity Act, 1972 and all other allied Labour Acts or laws or any other rules and regulations relating to Employees are not applicable to the Company.

The employees employed by the Company during the year under review or part of the year have not completed continuous service period of 5 years and there is not any un-availed/unutilized leave of any employees working with the Company at the year end. As such, they are not entitled for Gratuity, Leave encashment and Other Retirement benefits. Accordingly, no provision is

required to be made in respect of the retirement benefits. Also, no such payment of any retirement benefits have been made during the year.

p. Segment Reporting

The Company's operating business segments are organized and managed separately according to the nature of products and services provided, with each segment representing a strategic business unit that offers different products and serves different markets. The analysis of geographical segments is based on the areas in which major operating divisions of the Company operate.

q. Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

r. Contingent Liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. The Company does not recognize a contingent liability but discloses its existence in the financial statements.

s. Significant Accounting Judgements, Estimates and Assumptions

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

(i) Estimates and Assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

a. Taxes

Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the losses and tax credits can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

b. Expected Credit Loss Model

The Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the Financial Assets. The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables. As a practical

expedient, the Company uses historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates to determine impairment loss allowance on portfolio of its trade receivables.

t. Exceptional Items

When items of income and expense from ordinary business activities or due to transactions that are distinct from the ordinary activities and are not expected to recur frequently or regularly and are of such size, nature or incidence that their disclosure is relevant to explain the performance of the enterprise for the period, the nature and amount of such material items are disclosed separately as exceptional items. In nearly all cases, an event or transaction was considered to be part of the normal operating activities of a business, and so was reported as such. An exceptional item used to be separately stated in the statement of profit & loss.

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Note : 2

Property, Plant and Equipments

Particulars	Gross Block (₹)				Depreciation and Amortization (₹)				Net Block (₹)	
	Balance as on 01.04.2018	Additions	Disposals/ Transfer	Balance as on 31.03.2019	Balance as on 01.04.2018	For the year	Disposals/ Transfer	Balance as on 31.03.2019	Balance as on 31.03.2019	Balance as on 31.03.2018
Furniture and Fixtures	6,32,810	-	-	6,32,810	5,44,433	25,624	-	5,70,057	62,753	88,377
Computer and Accessories	75,165	60,000	75,165	60,000	69,615	11,268	71,409	9,474	50,526	5,550
Total	7,07,975	60,000	75,165	6,92,810	6,14,048	36,892	71,409	5,79,531	1,13,279	93,927
Previous Year	4,95,69,989	-	4,88,62,014	7,07,975	4,70,00,175	2,22,962	4,66,09,089	6,14,048	93,927	

Note : 3

Non Current Investments

Particulars	As at 31st March 2019		As at 31st March 2018	
	Units	₹	Units	₹
<u>Non-Current, Non-Trade Investments at fair value through profit or loss (FVTPL)</u>				
Quoted Equity Instruments				
Jinprabhu Infrastructure Developments Ltd of ₹10/- each (*)	2,65,000	-	2,65,000	5,16,873
Unquoted Equity Instruments				
Ravitej Exports Ltd. of ₹10/- each	24,800	2,76,520	24,800	2,76,520
Total		2,76,520		7,93,393

Aggregate cost of quoted investments	3,71,00,000	3,71,00,000
Aggregate market value of quoted investments	-	5,16,873
Aggregate cost of unquoted investments	48,36,000	48,36,000
Aggregate market value of unquoted investments	2,76,520	2,76,520
Aggregate amount of diminution in value of investments	4,16,59,480	4,11,42,607

(*) The company is under liquidation.

Note : 4

Other Non-Current Financial Asset

Particulars	As at 31st March 2019	As at 31st March 2018
<u>Unsecured, considered doubtful</u>		
Other Receivables	92,95,480	4,73,88,494
Less: Bad and doubtful receivables written off	92,95,480	4,73,88,494
	-	-
<u>Unsecured, considered good</u>		
Other Receivables	3,17,93,425	4,23,89,405
Total	3,17,93,425	4,23,89,405

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Note : 5

Other Non-Current Asset

Particulars	As at 31st March 2019	As at 31st March 2018
Capital Advances	1,34,80,000	1,34,80,000
TDS (net of provisions)	1,17,320	1,17,320
Total	1,35,97,320	1,35,97,320

Note : 6

Trade Receivables

Particulars	As at 31st March 2019	As at 31st March 2018
<u>Unsecured, considered doubtful</u>		
Trade Receivables	44,12,154	
Less: Provision for bad and doubtful debt	44,12,154	-
	-	-
<u>Unsecured, considered good</u>		
Trade Receivables	30,61,540	80,32,639
Total	30,61,540	80,32,639

Note : 7

Cash and Cash Equivalents

Particulars	As at 31st March 2019	As at 31st March 2018
Cash and Cash Equivalents (as certified by management)		
Balances with Banks		
In Current Accounts	29,230	19,122
Cash on Hand	1,97,245	3,09,226
Total	2,26,475	3,28,348

Note : 8

Short Term Loans & Advances

Particulars	As at 31st March 2019	As at 31st March 2018
<u>Unsecured, considered good</u>		
Short Term Loans & Advances #	1,55,86,248	1,55,55,000
Total	1,55,86,248	1,55,55,000

Loans are repayable on demand. Accordingly, amortisation cost is not accounted.

Note : 9

Other Current Financial Asset

Particulars	As at 31st March 2019	As at 31st March 2018
<u>Unsecured, considered good</u>		
Security Deposit	81,000	-
Other Receivables	10,70,761	4,84,704
Total	11,51,761	4,84,704

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Note : 10

Shareholder's Fund

Share Capital

Particulars	As at 31st March 2019	As at 31st March 2018
Authorised 2,30,10,000 (Previous Year - 2,30,10,000) Equity Shares of ₹10/- each	23,01,00,000	23,01,00,000
Issued, Subscribed and Fully Paid up 2,00,02,000 (Previous Year - 2,00,02,000) Equity Shares of ₹10/- each fully paid up	20,00,20,000	20,00,20,000
	20,00,20,000	20,00,20,000

Particulars	As at 31st March 2019	As at 31st March 2018
(i) Reconciliation of Equity Shares outstanding at the beginning and at the end of the reporting period:		
Equity Shares outstanding at the Beginning of the year		
- Number of Shares	2,00,02,000	2,00,02,000
- Amount	20,00,20,000	20,00,20,000
Equity Shares outstanding at the End of the year		
- Number of Shares	2,00,02,000	2,00,02,000
- Amount	20,00,20,000	20,00,20,000

(ii) Terms / rights attached to Equity shares

The Company has only one class of equity shares having a par value of ₹10/- per share. Each equity shareholder is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The Company has not declared any dividends for the year ended 31st March, 2019. In the event of liquidation of the Company, the holders of the equity shares will be entitled to receive the remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the numbers of equity shares held by the share holders.

iii) The Company does not have any Holding/ Ultimate Holding Company. As such, no shares are held by them or their Subsidiaries/ Associates.

iv) None of the Shareholders holding more than 5% shares in the issued, subscribed and paid up Equity Share Capital of the Company.

v) There are NIL (P.Y. NIL) shares reserved for issue under option and contracts / commitment for the sale of shares/ disinvestment.

vi) During the period of five years immediately preceding the reporting date:

- No shares were issued for consideration other than cash
- No bonus shares were issued
- No shares were bought back

vii) There are NIL (P.Y. NIL) securities convertible into Equity/ Preference Shares.

viii) There are NIL (P.Y. NIL) calls unpaid including calls unpaid by Directors and Officers as on the balance sheet date.

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Note :11

Shareholder's Fund

Other Equity

(Amount in ₹)

Particulars	Securities Premium Account	General Reserve	Retained Earning	Total retained earnings
As at 31st March 2018	99,85,000	11,80,414	(13,06,91,673)	(11,95,26,259)
Profit for the year			(1,48,35,866)	(1,48,35,866)
As at 31st March 2019	99,85,000	11,80,414	(14,55,27,539)	(13,43,62,125)

Nature and Purpose of Reserves

Securities premium reserve:

Securities premium reserve is used to record the premium on issue of shares. These reserve is utilised in accordance with the provisions of the Act.

General Reserve:

General reserve is created in the year 2002 and 2003 by way of transfer of profits from retained earnings for appropriation purposes. Such reserve was created in relation to declaration and distribution of dividend.

Note : 12

Deferred Tax (Assets)/ Liabilities

Particulars	As at 31st March 2019	As at 31st March 2018
Deferred Tax Liabilities	-	1,11,743
Total	-	1,11,743

Note: During the current year, Company has incurred losses, due to which current year tax expenses does not arise as per Income Tax Act, 1961 nor as per Minimum Alternative Tax (MAT) . Accordingly, effective tax rate is not disclosed.

Note : 13

Other Current Liabilities

Particulars	As at 31st March 2019	As at 31st March 2018
Other Expenses Payable	1,48,693	6,69,252
Total	1,48,693	6,69,252

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Note: 14

Revenue from Operations

Particulars	31st March, 2019	31st March, 2018
Sale/ Income from Trading in Commodities and its allied products	-	17,10,000
Total	-	17,10,000

Note: 15

Other Income

Particulars	31st March, 2019	31st March, 2018
Profit on Sale of Investments	-	39,97,800
Excess provision written back	21,544	-
Interest Income	13,85,761	18,26,407
Total	14,07,305	58,24,207

Note: 16

Change in Inventories of Finished Goods, Work-in Progress and Stock-in Trade

Particulars	31st March, 2019	31st March, 2018
Inventories at the end of the year		
Finished Goods/ Stock-in Trade	-	-
	-	-
Inventories at the beginning of the year		
Finished Goods/ Stock-in Trade	-	8,89,000
	-	8,89,000
Total	-	(8,89,000)

Note: 17

Employee Benefit Expenses

Particulars	31st March, 2019	31st March, 2018
Salaries and Wages	3,63,871	11,64,776
Staff Welfare Expenses	2,931	67,492
Total	3,66,802	12,32,268

Note: 18

Depreciation and Amortisation

Particulars	31st March, 2019	31st March, 2018
Depreciation and Amortisation on tangible assets	36,892	2,22,962
Total	36,892	2,22,962

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Note: 19

Other Expenses

Particulars	31st March, 2019	31st March, 2018
Advertisement Expenses	28,336	30,416
Payments to Auditors		
- Audit fees (Refer Note No. 21)	88,500	1,11,800
Filing Fees - ROC	6,000	39,000
Fair Valuation of Financial Instruments	5,16,873	2,19,200
Miscellaneous Expenses	1,05,682	2,35,113
Listing Fees/Listing Related Expenses	3,30,400	3,22,000
Loss on sale of Fixed Assets	2,756	17,77,925
Office Maintenance Expenses	1,275	50,068
Postage & Courier	1,04,779	1,68,871
Printing & Stationary	86,757	53,459
Professional Fees	1,24,738	1,35,986
Provision for bad and doubtful debts	44,12,154	-
Rent/Electricity	2,16,202	1,80,000
Repair & Maintenance	1,600	59,224
R&T and Demat Charges	2,33,134	2,69,497
Telephone & Connectivity Expenses	18,896	70,918
Tour & Travelling Expenses	30,440	44,819
Total	63,08,522	37,68,296

Note: 20

Exceptional Items

Particulars	31st March, 2019	31st March, 2018
Bad and doubtful receivables written off	92,95,480	4,73,88,494
Total	92,95,480	4,73,88,494

21. Other Notes to Financial Statements

21.1 During the financial year 2018-19, there were no transactions with any suppliers /parties who are covered under 'The Micro Small and Medium Enterprises Development Act, 2006'.

21.2 Related Party Disclosure**i. Name of related parties and their relationship:**

Particulars	Name
Key Managerial Personnel (KMP)	Mr. Vinod Kumar Jha (Whole Time Director) Appointed w.e.f. 08.08.2017)
	Ms. Nikita Roy (Company Secretary)
	Mrs. Sharmila Ranabhat (Director)
	Mr. Ganga Sahai (Director)
	Mr. Kishan Singh (Director)
	Mr. Baldev Singh (Whole Time Director) Resigned w.e.f. 25.05.2017
	Mr. Pradeep Soni (Company Secretary) Resigned w.e.f. 30.09.2017

ii. Transaction which took place with the related parties during the year:

Name	Relationship	Nature of Transaction	Amount (in ₹)	
			2018-19	2017-18
Mr. Vinod Kumar Jha	KMP	Remuneration	2,40,000	1,98,000
Mr. Baldev Singh			-	66,000
Mr. Pradeep Soni		Salary	-	4,41,776
Ms. Nikita Roy			63,871	-
Mrs. Sharmila Ranabhat		Directors Sitting Fees	8,000	9,000
Mr. Kishan Singh			8,000	4,500
Mr. Ganga Sahai			8,000	4,500

iii. Outstanding balances with the related parties as on 31st March, 2018

Name	Relationship	Nature of Transaction	Amount (in ₹)	
			2018-19	2017-18
Ms. Nikita Roy	KMP	Salary Payable	20,000	-

21.3 Additional Information as required under paragraph 5 of Part II of Schedule III to the Companies Act, 2013 to the extent either "NIL" or "Not Applicable" has not been furnished except payment to the Auditors.

21.4 Payment to Auditors (Including GST)

Particulars	(Amount in ₹)	
	2018-19	2017-18
Statutory Audit Fees	76,700	1,00,000 *
Certification Fees	11,800	11,800
Total	88,500	1,11,800

* Statutory Audit Fees includes payment to previous statutory auditors for F.Y. 16-17.

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- 21.5 In the opinion of the management, there are no Contingent liabilities which will affect the financial position of the Company.
- 21.6 In compliance with the Accounting Standard Ind AS - 12 relating to "Income Tax" issued by The Institute of Chartered Accountants of India, the Company had reversed Deferred Tax Liabilities arising out of timing difference amounting to ₹ 1.12 lacs. The Company has not recognised Deferred Tax Assets beyond the existing liabilities.
- 21.7 Earnings per share is computed by dividing the net profit or loss for the year attributable to the equity shareholders by the number of equity shares outstanding during the year, as under:

Particulars	2018-19	2017-18
Net Profit for the year attributable to the equity shareholders (₹)	(1,48,35,866)	(4,55,15,321)
Weighted Average Number of equity shares outstanding (in Nos.)	2,00,02,000	2,00,02,000
Basic and diluted earnings per share (Face value of ₹10/- each) (₹)	(0.74)	(2.28)

- 21.8 The Company is exposed to market risk and credit risk. The Company has a Risk management policy and its management is supported by a Risk management committee that advises on risks and the appropriate risk governance framework for the Company. The audit committee provides assurance to the Company's management that the Company's risk activities are governed by appropriate policies and procedures and that risks are identified, measured and managed in accordance with the Company's policies and risk objectives.

a) Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises two types of risk: interest rate, currency risk and other price risk, such as commodity price risk and equity price risk. Financial instruments affected by market risk include FVTPL investments, trade payables, trade receivables, etc.

- i) The Company had made the Long-term Investments in quoted and unquoted scrip's of certain companies in earlier years. Presently, the company is either delisted/ suspended from trading in recognized stock exchanges. The Company has fairly valued the investments under level 3 Valuation technique as stated in significant accounting policies or otherwise have been specifically clarified under Non-Current Investments Notes (Refer Note: 3).
- ii) In the Opinion of the Board, all the current assets, loans and advances have a value on realisation in the ordinary course of business at least equal to the amount stated in the Balance Sheet and all the known liabilities have been provided for, unless otherwise stated elsewhere in other notes.

b) Credit Risks

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables).

- i) The Company has Other Receivables which are outstanding for a considerable period of time and considered good for recovery by the management. The management has worked out expected credit losses which were provided on transition. For the available exposure, the management has ensured that the Company has been continuously persuading to settle the amount/ recover the receivables.

- ii) Certain Debit Balances as stated in the financial statements are being subject to confirmation and reconciliation thereof, and the same have been taken as per the balances as per books. The consequent necessary adjustments, either of a revenue nature or otherwise, if any, will be made, as and when these accounts are reconciled and confirmed. Further, the Company has written off receivables amounting to ₹ 92.95 lacs towards amounts no longer recoverable during the year ended 31 March 2019 due to dissolution/ liquidation.
- iii) Fair valuation adjustments pertaining to financial assets, the Company has incurred losses which had resulted in erosion of net worth of the Company. The company expects growth in its operations in coming years with continuous improvement in operational efficiency. Accordingly, the financial statements have been prepared on accrual basis under the historical cost convention and on-going concern concept, unless otherwise stated.

21.9 The Company has one reportable business segment i.e., Trading in Commodities and it's allied product. The Company operates mainly in Indian market and there are no reportable geographical segments.

21.10 The figures appearing in the Financial Statements have been rounded off to nearest rupee.

21.11 All amounts are in Rupees until and unless specified specifically.

21.12 Previous year's figures have been regrouped/ reclassified wherever necessary to correspond with the current year's classification / disclosure.

Notes referred to above form an integral part of Financial Statements

As per our attached report on even date

**For Mohindra Arora & Co.
(Chartered Accountants)
(FRN:006551N)**

For and on behalf of the Board of Directors

**Ashok Kumar Katial
(Partner)
Membership No. 09096**

**Vinod Kumar Jha Ganga Sahai
(Whole Time Director) (Director)
(DIN: 07799924) (DIN: 07116838)**

Place : Kolkata
Date : 28/05/2019

**Nikita Roy Sushma Rana
CS CFO**

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Route Map to Venue of AGM



To,

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T. Spiritual World Limited

Regd. Office: 4, Netaji Subhas Road, 1st Floor, Kolkata - 700 001