



# T. Spiritual World Limited

CIN NO.: L63040WB1986PLC040796

21<sup>st</sup> August, 2017

To,  
The Secretary,  
**The Calcutta Stock Exchange Limited**  
7, Lyons Range,  
Kolkata – 700 001

To,  
Dy. General Manager,  
Corporate Relationship Department,  
**BSE Limited,**  
P. J. Tower,  
Mumbai – 400 001

**Sub: Submission of Notice of the 31<sup>st</sup> Annual General Meeting (AGM) of the Company pursuant to provisions of Regulation 29 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir(s),

In continuation to our letter dated 08<sup>th</sup> August, 2017 regarding 31<sup>st</sup> AGM of the Company to be held on Wednesday, 20<sup>th</sup> September, 2017. Please find enclosed herewith Notice of 31<sup>st</sup> AGM of the Company.

You are requested to kindly take the same on record and do the needful.

Thanking you,  
Yours faithfully,  
For T. Spiritual World Limited

*Vinod Kumar Jha*  
**Vinod Kumar Jha**  
(Whole Time Director)  
(Din: 07799924)



CC:

To,  
**National Securities Depository Limited**  
4<sup>th</sup> Floor, 'A' Wing, Trade World,  
Kamala Mills Compound,  
Senapati Bapat Marg, Lower Parel  
MUMBAI - 400 013

To,  
**Central Depository Services (India) Limited**  
17<sup>th</sup> Floor, Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai – 400 001

To,  
**Bigshare Services Pvt. Ltd.**  
E – 2 / 3, Ansa Ind. Estate, Sakivihar Road,  
Sakinaka, Andheri (E),  
Mumbai – 400 072

Email: [complianceofficer@tspiritualworld.com](mailto:complianceofficer@tspiritualworld.com)  
Website: [www.tspiritualworld.com](http://www.tspiritualworld.com)

Registered Office:  
4, Netaji Subhas Road, 1st Floor,  
Kolkata—700001  
Telephone : 033-22315717



**NOTICE**

**NOTICE** is hereby given that the 31<sup>st</sup> (THIRTY FIRST) Annual General Meeting of **T. Spiritual World Limited** will be held on Wednesday, 20<sup>th</sup> September, 2017 at 10.00 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 consisting of the Balance Sheet as at 31<sup>st</sup> March, 2017 the Statement of Profit & Loss and the Cash Flow Statement for the year ended on that date and the Explanatory notes annexed to and forming part of the said documents together with the report of the Directors' and Auditors' thereon.
2. To appoint a Director in place of Mr. Abhishek Kumar Jain (DIN: 00054582), who retires by rotation and being eligible, offers himself for reappointment.

**SPECIAL BUSINESS:**

3. To consider and if thought fit, pass with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Rules framed thereunder, as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), M/s. Mohindra Arora & Co., Chartered Accountants, Mumbai (FRN 006551N) be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. S. R. Ghedia & Associates, Chartered Accountants, Mumbai.

**"RESOLVED FURTHER THAT** M/s. Mohindra Arora & Co, Chartered Accountants, (FRN: 006551N), be and are hereby appointed as Statutory Auditors of the Company to hold the office from August 08, 2017, until the conclusion of the 31<sup>st</sup> Annual General Meeting of the Company, at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company."

4. To consider and if thought fit, pass with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** subject to the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications(s) are re-enactment(s) thereof for the time being enforce) M/s. Mohindra Arora & Co., Chartered Accountants, (FRN 006551N), be and are hereby appointed as the Statutory Auditor of the Company, to hold the office from the conclusion of 31<sup>st</sup> Annual General Meeting till the conclusion of 36<sup>th</sup> Annual General Meeting of the Company, for a single tenure of 5 (five) years, subject to the ratifications by the members at every Annual General Meeting of the said tenure, at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company."

**"RESOLVED FURTHER THAT** any of the Director or Company Secretary of the Company, be and are hereby authorized to do such act, deeds and things and to file necessary e - forms with the concerned Registrar of Companies, to give effect to the aforementioned resolution."



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

**“RESOLVED THAT** pursuant to the provisions of Sections 161 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Vinod Kumar Jha (Din: 07799924), who was appointed as an Additional Director by the Board of Directors of the Company and who holds office as such up to the date of this Annual General Meeting be and is hereby appointed as a Director of the Company.”

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

**“RESOLVED FURTHER THAT** pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions, if any, of the Companies Act, 2013, and Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being enforce) read with Schedule V of the Companies Act, 2013 and Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, as recommended by Nomination and Remuneration Committee, subject to the approval of the Members, consent of the Company be and is hereby accorded for the appointment of Mr. Vinod Kumar Jha (Din: 07799924) as Whole-time Director of the Company for a period of 5 (Five) years i.e. starting from 08/08/2017 to 07/08/2022 on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this meeting.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things and execute all such documents, Instruments, writings as may be necessary, required, expedient or desirable to give effect to this Resolution and/or to make modification as may be deemed to be in the best interest of the Company.”

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Regd. Office : 4 N.S. Road, 1st Floor  
Kolkata - 700 001  
CIN : L63040WB1986PLC040796  
Email : [complianceofficer@tspiritualworld.com](mailto:complianceofficer@tspiritualworld.com)  
Website : [www.tspiritualworld.com](http://www.tspiritualworld.com)

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

**Vinod Kumar Jha  
(Whole Time Director)  
(DIN: 07799924)  
Date: 08<sup>th</sup> Aug, 2017**



**NOTES::**

1. An Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Annual General Meeting (AGM) is annexed hereto.
2. 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 Ten (10%) of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than Ten(10% )of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

3. Corporate Members/ Societies intending to send their authorized representatives to attend the AGM are requested to send a duly certified copy of the Board of Directors / Governing Board Resolution authorizing their representatives to attend and vote on their behalf at the AGM. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
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. Register of Members and Share Transfer Books shall remain closed from 14/09/2017 to 20/09/2017 (both days inclusive).
6. Members holding the equity shares under multiple folios in identical order of names are requested to consolidate their holdings into one folio.
7. Members who hold shares in dematerialized form are requested to write their DP ID/Client ID Number(s) and those who hold share(s) in physical form are requested to write their Folio Number(s) in the attendance slip for attending the Meeting to facilitate identification of membership in the Meeting and requested to bring their copy of Annual Report to the Meeting.
8. Members are requested to kindly notify immediately change, if any, in their address to the Company or its Registrars and Transfer Agents
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 the Company or its Registrars and Transfer Agents, M/s. Bigshare Services Private Limited, E-2, Ansa Industrial Estate, Sakivihar Road, Sakinaka, Andheri (E), Mumbai - 400 072. Phone: 022-62638200/28470652, Fax: 022-62638299/28475207 Email: [info@bigshareonline.com](mailto:info@bigshareonline.com), Website: [www.bigshareonline.com](http://www.bigshareonline.com).
10. The Equity Shares of the Company is compulsorily required to be held under DEMAT mode for trading on the Stock Exchanges, where such Equity Shares are listed. These can be held in electronic form with any Depository Participant (DP) with whom the members have their Depository Account. All the Members, holding Equity Shares of the Company in the physical form, are advised to get the same dematerialized. The Members may contact the Registrars and Share Transfer Agents of the Company at their address mentioned above in case of any query /difficulty in the matter or at the Registered Office of the Company.



11. The relative Statement pursuant to Section 102 of the Companies Act, 2013, with respect to the Special Business set out in Items No. 3 to 6 above, is annexed hereto. All documents referred to in the Notice and explanatory statements are open for inspection at the registered office of the Company on all working days, except Sunday during the business hours up to the date of the Annual General Meeting.
12. 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.
13. 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 2016-17 inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members who hold shares in dematerialised mode and whose e-mail IDs are registered with their respective DPs, unless any Member has requested for a physical copy of the same. For those members who have not registered their e-mail address, physical copies of the said Annual Report is being sent in the permitted mode.
14. A person who is not a member as on cut-off date should treat this Notice for information purpose only.
15. 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.
16. Members may also note that the Annual Report for F. Y. 2016-17 will also be available on the Company's website [www.tspiritualworld.com](http://www.tspiritualworld.com).
17. 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.
18. 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.
19. The Members are requested to contact the Company's Registrars and Share Transfer Agents, Bigshare Services Private Limited, Mumbai for all their queries, transfer requests, or any other matter relating to their shareholding in the Company and quote their Registered Folio Numbers / Client ID Nos. in all correspondences with the Company / with the Registrars.
20. 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.
21. Attendance slip, proxy form and the route map of the venue of the Meeting is annexed hereto.
22. **Voting through electronic means:**

A remote e-voting facility is provided in terms of Section 108 of the Companies Act, 2013, Rules 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to its Shareholders by the Company to enable them to cast their votes electronically with the help of Central Depository Services (India) Limited (CDSL) on resolutions proposed to be considered at the 31<sup>st</sup> (THIRTY FIRST) Annual General Meeting (AGM).





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

The Shareholders who have cast their vote by remote e-voting prior to the Meeting may also attend the Meeting but shall not be entitled to cast their vote again.

Any person, who acquires shares of the Company and becomes a shareholder of the Company after dispatch of the Notice of AGM and holds shares as of the cut-off date i.e. 13<sup>th</sup> September, 2017 may obtain the login ID and password by sending a request at [complianceofficer@tspiritualworld.com](mailto:complianceofficer@tspiritualworld.com).

**The instructions for shareholders voting electronically are as under:**

- (i) The e-voting period begins on Saturday, 16<sup>th</sup> September, 2017 (09.00 A.M.) and ends on Tuesday, 19<sup>th</sup> September, 2017 (5.00 P.M.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 13<sup>th</sup> September, 2017, 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](http://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](http://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:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>❖ 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.</li><li>❖ In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li></ul>
Dividend Bank Details OR Date of Birth (DOB)	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. <ul style="list-style-type: none"><li>❖ 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).</li></ul>

- (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](http://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](mailto: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](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - ❖ A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xxi) In case you have any queries or issues regarding evoting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).



**In case of Members receiving the physical copy:**

- ❖ Please follow all steps from sl. no. (i) to sl. no. (xxi) above to cast vote.
- ❖ The voting rights of shareholders shall be in proportion to their shares of the paid up equity shares capital of the Company.
- ❖ Ms. Khushboo Gulgulia Prop: M/s Khushboo Gulgulia & Co. (F.R. No. 328690E), Practicing Chartered Accountant, (Membership No. ACS 306808) has appointed as the Scrutinizer for providing facility to the Members of the Company to scrutinize the voting at meeting (including voting through Ballot forms received from Members) and remote e-voting process in a fair and transparent manner.
- ❖ The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or to a person authorised by the Chairman in writing, who shall countersign the same and declare the result of the voting forthwith.
- ❖ The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company ***www.tspiritualworld.com*** and on the website of CDSL immediately after the declaration of result by the Chairman or by a person duly authorized by him in writing. The results shall also be forwarded to The Calcutta Stock Exchange Ltd and BSE Limited, where the equity shares of the Company are listed.

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**Regd. Office** : 4 N.S. Road, 1st Floor  
Kolkata - 700 001  
**CIN** : L63040WB1986PLC040796  
**Email** : [complianceofficer@tspiritualworld.com](mailto:complianceofficer@tspiritualworld.com)  
**Website** : [www.tspiritualworld.com](http://www.tspiritualworld.com)

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

**Vinod Kumar Jha**  
**(Whole Time Director)**  
**(DIN: 07799924)**  
**Date: 08<sup>th</sup> Aug, 2017**





**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

As required by Section 102 of the Companies Act, 2013 ('the Act'), the following explanatory statement sets out all material facts relating to the business mentioned under Items No. 3 to 6 of the accompanying Notice:

**Item No. 3 and 4 of the Notice**

M/s. S. R. Ghedia & Associates, Chartered Accountants, Mumbai has tendered their resignation as Statutory Auditors of the Company. Their appointment was subject to ratification at the ensuing Annual General Meeting of the Company. The Board has proposed the name of M/s. Mohindra Arora & Co., Chartered Accountants, Mumbai to be appointed as Statutory Auditors of the Company in place of M/s. S. R. Ghedia & Associates, Chartered Accountants, Mumbai in the Board Meeting held on 08<sup>th</sup> August, 2017.

M/s. Mohindra Arora & Co., Chartered Accountants, Mumbai have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members for appointment of M/s. Mohindra Arora & Co., Chartered Accountants, Mumbai as Statutory Auditor of the Company from the conclusion of this Annual General Meeting until the conclusion of 36<sup>th</sup> Annual General Meeting of the Company.

**Item No. 5 & 6 of the Notice**

The Directors are of the view that appointment of Mr. Vinod Kumar Jha (Din: 07799924) will be beneficial to the operation of the Company. It is therefore the Board of Directors at their meeting held on 8<sup>th</sup> August, 2017 appointed Mr. Vinod Kumar Jha (Din: 07799924) as an Additional Director of Company. In the same meeting, Board has appointed him as Whole Time Director of the Company for five consecutive years for a term upto 7<sup>th</sup> August, 2022 subject to approval of Shareholders at the ensuing annual General Meeting and based on the recommendations of the Nomination and Remuneration Committee, on the terms and conditions set out in the draft agreement to be entered into with him.

The draft agreement between the company and Mr. Vinod Kumar Jha (Din: 07799924) is available for inspection at the registered office of the Company between 10.00 a. m. to 1.00 p.m. on all working days of the Company (including the day of the Meeting). Remuneration payable will be subject to the approval by the members of the Nomination and Remuneration Committee and the Board of Director of Company from time to time.

A summary of the material terms and conditions relating to appointment of Mr. Vinod Kumar Jha as Whole-time Director are as follows:

**(a) Tenure for agreement:**

The appointment of Mr. Vinod Kumar Jha (Din: 07799924) has been made for a period of 5 (Five) years commencing from 08/08/ 2017 to 07/08/2022.

**(b) Nature of duties**

Mr. Vinod Kumar Jha (Din: 07799924) shall perform as Whole-Time Director and exercise such power from time to time be entrusted to him subject to the superintendence and contract of the Board of Directors of the Company.



**(c) Remuneration**

Salary & Perquisites per month:

-Rs. 15,000/- Salary

-Rs. 5,000/- Other benefits (Perquisites)

None of the Directors, Key Managerial Personnel and their relatives is in any way concerned or interested in the Resolution, except Mr. Vinod Kumar Jha (Din: 07799924) himself.

Pursuant to Section 190 to the Companies Act, 2013 this may be treated as an abstract of the terms and conditions governing the appointment of Mr. Vinod Kumar Jha (Din: 07799924) as the "Whole Time Director" of the Company.

**I. General Information:**

The Whole-time Director shall not be entitled to any sitting fees for attending the meetings of the Board or of the Committee(s) of which he is a Member.

Except Mr. Vinod Kumar Jha, none of the other Directors or the Key Managerial Personnel (KMP) or relatives of directors and KMP's is concerned or interested in the Resolution at item no. 5 & 6 of the accompanying Notice.

The Board of Directors of the Company recommends the ordinary resolution as set out in the Notice for Members' approval.



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

Name of the Director	Mr. Abhishek Kumar Jain	Mr. Vinoda Kumar Jha
Date of Birth	25/11/1978	03/12/1960
DIN	00054582	07799924
Date of Appointment / Re - appointment	07/07/2003	08/08/2017
Qualifications	B.COM	B.COM
Expertise in specific functional areas and years	He is having vast experience in the field of Corporate affairs, Financial matters, Banking etc.	He is having vast experience in the field of Account & Banking.
List of Other Directorship held	Adinath Biolabs Limited (L24230WB1982PLC034492) Shree Tulsi Online.Com Limited (L99999WB1982PLC035576) TSW Infotech Limited (U30009WB2006PLC108029) Jayant Securities Limited (U67120WB1992PTC056865) T Spiritual Lifestyle Limited (U85199WB2006PLC108028) Tamkor Enterprises Private Limited. (U70101WB1991PTC052454) <b>(Resigned From 21<sup>st</sup> April, 2017)</b>	NIL
Chairman/Member of the Audit Committee of the Board of Directors of the other Companies in which he/she is a Director	NIL	NIL
Chairman/Member of the Stakeholders Relationship Committee of the Board of Directors of the other Companies in which he/she is a Director	NIL	NIL
Shareholding in the Company	NIL	NIL
Relationship with any Director(s) and Key Managerial Person of the Company	Nil	NIL
No of Board Meeting Attended during the Financial year	7	NIL
Terms & Conditions of Appointment	Re-appointment as Non-Executive Director liable to retire by rotation	Appointment as Whole Time Director not liable to retire by rotation

**ATTENDANCE SLIP**  
 (TO BE SIGNED AND HANDED OVER AT THE ENTRANCE OF THE MEETING HALL)

<b>DP Id*/Client Id*/Folio No.</b>	<b>No. of Shares</b>	
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**NAME AND ADDRESS OF THE MEMBER(S)**

I/We hereby record my/our presence at the 31<sup>st</sup> Annual General Meeting to be held on Wednesday, 20<sup>th</sup> September, 2017 at 10.00 A.M. at O2, VIP-Hotel, VIP Road, Kaikhali, Kolkata-700052.

Member's / Proxy's name In Block Letters

Member's / Proxy's Signature

Note: Please complete this slip and hand it over at the entrance of the Meeting venue.

**Form No. MGT-11**  
**FORM OF PROXY**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies  
 (Management and Administration) Rules, 2014]

**T. SPIRITUAL WORLD LIMITED**  
**CIN: L63040WB1986PLC040796**  
 Regd. Office: 4, N.S.Road, 1<sup>st</sup> Floor, Kolkata - 700 001  
 Email: [complianceofficer@tspiritualworld.com](mailto:complianceofficer@tspiritualworld.com) Website: [www.tspiritualworld.com](http://www.tspiritualworld.com)

Name of the Member(s):  Registered address:  E-mail ID:	<b>DP Id*/Client Id*/Folio No.</b>
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I/We, being the member(s) of \_\_\_\_\_ shares of T. Spiritual World Ltd, hereby appoint:

- 1) \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_ or failing him/her
- 2) \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_ or failing him/her
- 3) \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_ or failing him/her

as my / our proxy to attend and vote (on a poll) for me/us on my/our behalf at the 31<sup>st</sup> Annual General Meeting of the Company to be held on Wednesday, 20<sup>th</sup> September, 2017 at 10.00 A.M. at O2, VIP-Hotel, VIP Road, Kaikhali, Kolkata – 700052 and at any adjournment thereof in respect of such Resolutions as are indicated below:

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2017

Signature of the proxy holder

Signature of the Shareholder

Affix a revenue stamp
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**ELECTRONIC VOTING PARTICULARS**

<b>EVSN (E-voting sequence number)</b>	<b>User ID :</b>	<b>Password:</b>

\*\*I /We direct my/our proxy to vote on the Resolutions in the manner as indicated in the box below:

Resolutions	For	Against
<b>Ordinary Business</b>		
1. Adoption of Audited Financial Statement for the year ended 31/03/2017 together with the reports of Board of Directors and Auditors Report thereon (Ordinary Resolution)		
2. Re-Appointment of Mr. Abhishek Kumar Jain (DIN: 00054582) as director who retires by rotations and being eligible, offers himself for re-appointment. (Ordinary Resolution)		
<b>Special Business</b>		
3. Appointment of M/s Mohindra Arora & Co., Chartered Accountants, as Statutory Auditors of the Company in place of M/s. S. R. Ghedia & Associates, Chartered Accountants, Mumbai. (Ordinary Resolution)		
4. Appointment of Statutory Auditor M/s Mohindra Arora & Co., Chartered Accountants for a period of 5 years (Ordinary Resolution)		
5. Appointment of Mr. Vinod Kumar Jha (Din: 07799924), as a Director. (Ordinary Resolution)		
6. Appointment of Mr. Vinod Kumar Jha (Din: 07799924) as a Whole Time Director for a period of 5 years. (Ordinary Resolution)		

**\*Applicable for investor holding shares in electronic form**

**Note::**

- (1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
- (2) For the Resolutions, Explanatory Statement and Notes, please refer to the Notice the 31<sup>st</sup> Annual General Meeting.
- (3) \*\*This is only optional. Please put a tick in the appropriate column against the Resolutions indicated in the Box. If you leave the "For" or "Against" column blank against any or all the Resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
- (4) Please complete all details including details of Shareholder (s) in above box before submission.
- (5) The proxy should carry its identity proof.