

T. SPIRITUAL WORLD LIMITED



**26th Annual Report
2011-2012**

T. SPIRITUAL WORLD LIMITED

Board of Directors:	Mr. B. Singh	Whole Time Director
	Mr. A.K. Jain	Director
	Dr. A. A. Sisodia	Director
	Mr. R. Singh	Director
	Mr. M. K. Bothra	Director

Registered Office: 4, N. S. Road, 1st Floor,
Kolkata - 700 001

Corporate Office: TSW Centre, A-41/A, Road No.1,
Mahipalpur Chowk, New Delhi – 110 037

Bankers: HDFC Bank
RBS Bank
Punjab National Bank

Auditors: M/s. S. R. Ghedia & Associates
Chartered Accountants
Mumbai

Registrar & Transfer Agent: Bigshare Services (P) Ltd.
E-2, Ansa Industrial Estate,
Sakivihar Road, Sakinaka,
Andheri (E), Mumbai – 400 072

NOTICE

NOTICE is hereby given that the 26th Annual General Meeting of T. Spiritual World Limited will be held on Monday, 10th September 2012 at 3:00 P.M. at Hotel Rose Valley, RB – 29, Raghunathpur, VIP Road, Kolkata – 700 059 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet, the Statement of Profit & Loss Account and the Cash Flow Statement for the year ended 31st March, 2012, together with the report of the Directors' and Auditors' thereon.
2. To appoint a Director in place of Dr. A. A. Sisodia who retires by rotation and being eligible offers himself for reappointment.
3. To appoint a Director in place of Mr. M. K. Bothra who retires by rotation and being eligible offers himself for reappointment.
4. To appoint Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

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

**Place : Kolkata
Date : 02/08/2012**

**(Baldev Singh)
Whole Time Director**

NOTES

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and such proxy need not be a member of the company.
2. Proxies in order to be effective must be received at the Company's registered office at 4, Netaji Subhash Road, 1st floor, Kolkata – 700 001 not less than 48 hours before the time fixed for the Annual General Meeting.
3. Members who are holding Company's shares in a Dematerialized form are required to bring details of their depository account number for identification.
4. Register of Members and Share Transfer Books shall remain closed from 03/09/2012 to 10/09/2012 (Both days inclusive).
5. Members are requested to kindly notify immediately change, if any, in their address to the Company.
6. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their questions to the Secretary/ Director of the Company so as to reach at least seven days before the date of the meeting, so that the information required may be made available at the meeting to the best extent possible.
7. Corporate members are requested to send a duly certified copy of Board Resolution authorizing their representatives to attend and vote at the meeting.

T. SPIRITUAL WORLD LIMITED

Appointment / Re appointment of Directors:

Details as stipulated under Clause 49 (amended) of the Listing Agreement in respect of the two Directors seeking re-appointment is furnished below:

Mr.A.A. Sisodia, aged about 41 years, is the Chairman cum Non –Executive Independent Director of the Company. He is a Law graduate. He is having vast experience in the field of Legal, Corporate affairs, Accounts, Financial Matters and also having vast expertise in Yoga and Spiritual activities. The Company is utilizing his opinion in all respective fields of business operations.

Mr. M. K Bothra, age about 35 years, is Non –Executive Independent Director of the Company. He is Commerce graduate. He is having vast experience in the field of accounts, Financial Matters administration etc.

Statements pursuant to clause (iv) of proviso to sub - paragraph C of paragraph 1 of section II of Part II of Schedule XIII to the Act

I. General Information:

(1) Nature of industry

The company has two main businesses::

- 1) Commodities, Wellness Products and Services
- 2) IT Activities

(2) Date or expected date of commencement of commercial production

The Company is an existing company

(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.

The Company is an existing company

(4) Financial performance based on given indicators

(Rs. In Lacs)

Particulars	31st March, 2012	31st March, 2011
Total Income	1597.76	1793.35
Profit before Tax	18.04	29.15
Profit after Tax	17.45	20.14

(5) Export performance and net foreign exchange collaborations

The Company has not earned any income in foreign exchange.

(6) Foreign investments or collaborators, if any.

The Company has not any foreign investments or collaboration during the financial year.

II. Information about the appointee:

- (1) Background details
- (2) Past remuneration
- (3) Recognition or awards
- (4) Job profile and his suitability
- (5) Remuneration proposed
- (6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)
- (7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.

No Executive Director Appointed during the FY 2011-12

III. Other information:

(1) Reasons of loss or inadequate profits

The profit of the company for the year ended 31.03.2012 is comparatively lower due to stiff competition.

(2) Steps taken or proposed to be taken for improvement

The company expects to improve its margins and profitability by diversifying its business into new wellness products to avoid stiff competition in the existing market.

(3) Expected increase in productivity and profits in measurable terms.

It is difficult to quantify the productivity and profitability.

IV. Disclosures:

- (1) The shareholders of the company shall be informed of the remuneration package of the managerial person.
- (2) The following disclosures shall be mentioned in the Board of director's report under the heading "Corporate Governance", if any, attached to the annual report: -
 - (i) All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the directors;
 - (ii) Details of fixed component and performance linked incentives along with the performance criteria;
 - (iii) Service contracts, notice period, severance fees;
 - (iv) Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable.

Remuneration package of the managerial person is duly entered in the Report on Corporate governance annexed hereto the report of the Board of Directors.

T. SPIRITUAL WORLD LIMITED

DIRECTORS' REPORT

Dear Shareholders,

Your Directors are pleased to present the 26th Annual Report together with the Audited Statement of Accounts and the Auditors Report of your company for the year ended 31st March 2012. The Financial highlights for the year under review are given below:

FINANCIAL RESULTS**(Rs.in Lacs)**

For the year ended	31st March, 2012	31st March, 2011
Total Income	1597.76	1793.35
Profit Before Depreciation and Tax	60.20	81.90
Less: Depreciation	42.16	52.75
Profit before Taxation	18.04	29.15
Less: Provision for Tax	0.59	9.01
Profit after Tax	17.45	20.14
Add: Balance of Profits for earlier years	457.87	437.73
Balance available for Appropriation	475.32	457.87

DIVIDEND

Due to growing requirement of fund for the future business activities, your directors have decided not to recommend dividend for the year under review.

PERFORMANCE

Total Revenue of your Company is Rs.1597.76 lacs in Financial Year 2011–12 compared to Rs. 1793.35 lacs during Financial Year 2010–11. The Net Profit generated by the Company during the year under review is Rs.17.45 lacs, as compared to the previous year Rs. 20.14 lacs.

FUTURE OUTLOOK

The company has already entered the wellness sector with its products and services. This sector is growing rapidly. The Company intends to further expand in this sector.

DIRECTOR

Mr. A. A. Sisodia, Director of the Company retires by rotation at the ensuing Annual General Meeting and is eligible for reappointment. Your directors commend his reappointment.

Mr. M. K. Bothra, Director of the Company retires by rotation at the ensuing Annual General Meeting and is eligible for reappointment. Your directors commend his reappointment.

LISTING OF SHARES

Equity shares of the Company are listed with Calcutta Stock Exchange and Bombay Stock Exchange. Listing fees has already been paid in pursuance to clause 38 of the listing agreement.

AUDITORS & AUDITORS OBSERVATIONS

M/s. S. R. Ghedia & Associates, Chartered Accountants, Mumbai, the auditors of the company who hold office until the conclusion of the forthcoming Annual General Meeting, being eligible, offer themselves for re-appointment, if made, would be within the prescribed limits under Section 224(1B) of the Companies Act, 1956.

T. SPIRITUAL WORLD LIMITED

The observations of the Auditors as referred to in the Auditor's Report are properly explained in the financial statements.

COMPANY SECRETARY

The Company Secretary has resigned from the post of Company Secretary cum compliance officer. Effective steps have been taken to employ an experienced company secretary under section 383A and other applicable provisions of Companies Act, 1956 on the whole time basis but till date the company has not found suitable candidates for the post. However, the Company has complied with all the legal compliances through Practicing Company Secretary.

COMPLIANCE WITH THE ACCOUNTING STANDARDS

The Company prepares its accounts and other financial statements in accordance with the relevant accounting principles and also complies with the Accounting Standards issued by the Institute of Chartered Accountants of India.

CORPORATE GOVERNANCE

A separate section on Corporate Governance is included in the Annual Reports and the Certificate from Company's auditors confirming the compliance with the code of Corporate Governance as enumerated in clause 49 of the listing of agreement with the Stock Exchange is annexed hereto.

MANAGEMENT DISCUSSION AND ANALYSIS

In compliance with the provisions of clause 49 of the listing agreement with the stock exchange, detailed review of the operations, performance and future outlook of the company is annexed hereto.

INTERNAL CONTROL SYSTEMS & THEIR ADEQUACY

Your Company remains committed to maintain, high standards of internal control designed to provide adequate assurance on the efficiency of operations and security of its assets. The adequacy and effectiveness of the internal control across various activities, as well as compliance with laid down systems and policies are comprehensively and frequently monitored by your company's management at all levels of the organization. The audit committee, which meets at least four times a year, actively reviews internal control systems as well as financial disclosure.

HRD INITIATIVES

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 organisation. 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.

FIXED DEPOSITS

The company has not accepted any deposit since incorporation and, as such, no amount of principal or interest was outstanding on the date of Balance Sheet.

DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to the requirement under section 217(2AA) of the Companies Act, 1956 with respect to the Directors responsibility statement, it is hereby confirmed that:

T. SPIRITUAL WORLD LIMITED

- (i) in the preparation of the annual accounts for the year ended 31st March, 2012, the applicable accounting standards have been followed and there are no material departures from the same;
- (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, 2012 and of the profits 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.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO,

The statement of particulars under section 217(1)(e) of the Companies Act, 1956 regarding conservation of energy , technology absorption and Foreign exchange earnings and outgo are given below::

- a) The operations of your company are not energy intensive .Accordingly, no measures were taken for energy conservation and no investment is required to be made thereof.
- b) No comment is made on technology absorption, considering the nature of activities undertaken by your company during the year under review.
- c) No Expenditure has been made for research and development during the year under review.
- d) There were no Foreign Exchange earnings or out go during the year under review.

PARTICULARS OF EMPLOYEES

None of the employees of the Company was in receipt of remuneration exceeding the limits prescribed under section 217(2A) of the Companies Act, 1956 read with companies (Particulars of employees) Rules 1975.

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, your Co-operation & never failing support.

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

**Place : Kolkata
Date : 02/08/2012**

**(Baldev Singh)
Whole Time Director**

MANAGEMENT DISCUSSION AND ANALYSIS

Company Profile

At, T. Spiritual World Ltd., our aim is to be a complete destination for wellness products and services to individuals as well as corporate.

The company is a successfully managed and profit making public limited company. The Company has two main business divisions

- Commodities, Wellness Products & Services
- IT & Software Development

The Company has a state of the art wellness centre at Mahipalpur, New Delhi. This 4- storey wellness centre has

- a fully equipped Yoga Studio
- a Wellness Store
- Alternative Therapy Clinic &
- Corporate Office

Wellness Products & Services

Products	Services
➤ Astrology products – yantras, gemstones, rudraksh, horoscopes	➤ Yoga sessions for individuals, groups & corporate
➤ Aromatherapy Candles	➤ Acupressure & Sujok treatments
➤ Acupressure instruments	➤ Stress management for corporate
➤ Yoga accessories	➤ Astrology & Vaastu consultations
➤ Books, CDs and audio cassettes	➤ Health, diet & lifestyle counseling
➤ Feng Shui items	➤ Naturopathy prescriptions
➤ Health & Fitness – Yoga mats, kits,	➤ Health & Wellness Camps

The Company also has a software development center. This technology center is the hub for technology and IT training services for the Company. The Company derives its revenues from three main services

- IT & Computer Training
- Internet & Web Development
- Software Development

The Financial performance of the company for the current year is as under:

(Rs. In Lacs)

Particulars	31st March, 2012	31st March, 2011
Total Income	1597.76	1793.35
Profit before Taxation	18.05	29.15
Less: Provision for Tax	0.59	9.01
Profit after Tax	17.45	20.14
Add: Balance of Profits for earlier years	457.87	437.73
Balance available for Appropriation	475.32	457.87

Total Revenue of your Company is Rs. 1597.76 lacs in Financial Year 2011–12 compared to Rs. 1793.35 lacs during Financial Year 2010–11. The Net Profit generated by the Company during the year under review is Rs. 17.45 lacs, as compared to the previous year Rs. 20.14 lacs.

Industry Structure & Developments

According to the latest research by Forrester, a leading global research and advisory firm, the e-commerce market in India is set to grow the fastest within the Asia-Pacific Region at a CAGR of over 57% between 2012 - 16. E-commerce sales in India will surpass \$1 billion for the first time this year and reach US \$8.8 billion by 2016. India's e-commerce industry is set to grow on the back of rising demand from consumers and increasing penetration of technology. The total number of Internet users crossed the 120 million mark in 2011. Huge investments are being planned by Reliance industries and other telecom providers to provide high speed internet access which will further fuel subscribers and thereby increase demand for online content, applications, websites and transactions.

While the Indian government is focused on strengthening elementary education and improving the GER to 30% by 2020, a large gap exists between the curriculum of formal education at higher levels and the requirements of the corporate world and the new age economies. As more youth move closer to the working age group, and double digit growth is foreseen in the services sector, career oriented education and training after basic formal education is expected to receive a fillip. The fast growing services sector is expected to further generate demand for quality educational services.

Increased spending on training, extraordinary growth and emerging skill shortage is providing a number of opportunities for career-oriented education and the training industry. Growth in the IT training sector is fuelled by the growth in India's IT sector which is poised to become a US\$ 225 billion industry by 2020 (IBEF). The sector provides jobs to more than 2.5 million people as of 2011 and is expected to add new jobs every year as demand for IT services grows steadily.

There are more than 15 lakh schools, twenty thousand colleges and 550 university level institutions in our country. There is an increasing trend towards getting these institutions ICT enabled. This presents a large opportunity for the company to provide software products and services to this segment.

Wellness Industry Outlook

The overall wellness market in India is estimated at INR 490 bn (FICCI-PWC) and wellness services alone comprise 40% of this market. Some of the key industry trends include:

- The growing wellness industry has attracted a large number of domestic entrants and international players.
- Established players are pursuing revenue maximisation through product and service diversification and are exploring new global and domestic markets. Franchising is emerging as a popular option for scaling up.
- Companies are actively seeking public and private equity investments to fuel their growth.
- While there is strong optimism about future growth prospects, recovery of investments may spread over a longer horizon than anticipated.
- There exists an opportunity for micro-segmentation to develop more targeted value propositions for consumers and commercialisation of traditional Indian home remedies.

During the next three years FICCI-PWC estimate that the Indian wellness industry will grow at a CAGR of 20% to reach INR 875 billion. Consumers and their needs will continue to evolve, driving the transition from remedial care to a more holistic view on preventive care. This augurs well for the wellness industry in India.

The wellness industry is classified into five core segments within different products and services,

- Alternative therapies
- Beauty services and cosmetic products
- Fitness and cosmetic products
- Nutrition
- Rejuvenation

Majority of the Company's wellness products and services are part of the alternative therapies segment.

Growth Drivers

- Indian youth (between 15 and 34 years) comprises 34% of the total Indian population. This number is expected to be over 400 million and form the target group for wellness products and services
- Rising incomes are leading to increase in discretionary spending. Aspirational products are finding many takers.
- Increasing urbanisation has the dual impact of higher availability and awareness of wellness products as well as higher incidence of stress-related disorders and lifestyle diseases. This is driving growth in products and services in the enhancement and curative segments.
- Improved health awareness, exposure to global beauty and fashion trends and increasing media penetration are driving growth in the wellness space. The need to look and feel good is gaining momentum, especially among the middle-class. Society's obsession with celebrities and celebrity culture is resulting in the added pressure to look good.
- Growing incomes and a faster pace of life, increased sedentary living, high work stress, rising pollution levels and consumption of unhealthy fast food are factors leading to a rise in lifestyle disorders. Consumers are increasingly looking at various wellness options in their pursuit of a healthy life.

Alternative Therapy Market

The alternate therapy market in India is estimated at INR 110 bn to INR 130 bn by FICCI-PWC. Consumer preferences for alternative therapies in India are driven by its deep penetration, affordability and traditional mindset. The services space is highly fragmented with few established organised players. The products space is relatively more organised. Monitoring quality, safety and efficacy of herbal products is a challenge. While there is ample opportunity in both domestic and export markets, gaps exist in ensuring the quality of raw material, substantiating the efficacy of products and having a sustainable process for the procurement of herbs.

Risks & Concerns

- Adjacent industries are converging on the wellness space to capitalize on its growth
 - Transition of hospitals from pure play healthcare provider to a holistic wellness care provider
 - Hospitality - Wellness offerings driving incremental revenues
 - Media - Wellness focused media content gaining impetus
 - Retail - One-stop shop for wellness products
- While there is strong optimism about growth prospects, recovery of investments may be impacted by long gestation period
- Low entry barriers and growth potential of the wellness industry in India has attracted international players and domestic new entrants leading to increased competition

T. SPIRITUAL WORLD LIMITED

The Company's business can be impacted due to external risks, such as adverse economic and political scenario. Operations also face the regular business risks of competition, technology, obsolescence and human resource management. The Company has a diversified business which reduces the risk to a certain extent. The Company is thus well poised to follow a robust growth trajectory.

HUMAN RESOURCE DEVELOPMENT & INDUSTRIAL RELATION

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 organisation. 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.

CAUTIONARY STATEMENT

Statements made in the management discussion and analysis describing the Companies' objectives, expectations or predications 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.

T. SPIRITUAL WORLD LIMITED

CORPORATE GOVERNANCE REPORT**Company's Philosophy on code of Governance:**

The philosophy of the Company in relation to Corporate Governance is to ensure fairness, transparency, integrity, equity, honesty, and accountability in its dealings with its customers, employees, stakeholders including shareholders, lenders and the government. The Company is committed to achieve and maintain the highest standards of Corporate Governance. During the year the Company has fine tuned its corporate practices to bring them in line with the revised clause 49 of the listing agreement. The Company will continue to focus its resources and strengths for maximizing the benefits to the stake holders of the Company.

Board of Directors:

The Board of Directors presently comprises of 5 Directors, out of which 2 are Non-Executive Directors and two of them are Non-Executive Independent Directors. The Company has a Non- executive Chairman and members of Independent Directors are more than one third of the total numbers of Directors. The numbers of Non-executive Directors are more than 50% of the total number of Directors. 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.

During financial year 2011–2012, the meetings of Board of Directors were held on 12/04/2011, 28/07/2011, 17/08/2011, 31/10/2011 and 23/01/2012. The meetings of the Board of Directors are generally held once in a quarter and are scheduled well in advance.

The attendance of the Directors at the Board Meetings, Annual General Meeting, directorship held by them in other Companies and also membership of the committees of the Boards of such Companies are as follows:

Name of Director	Category	No. of Board Meeting Attended	Attendance at Last AGM	No. of Other Directorship	No. of Other committee membership
Mr. B. Singh	Whole Time Director	5	Yes	2	4
Mr. A. K. Jain	Non-Executive Director	3	Yes	5	6
Dr. A. A. Sisodia	Non-Executive Independent Director	5	Yes	4	2
Mr. R. Singh	Non-Executive Director	4	No	3	Nil
Mr. M. K. Bothra	Non-Executive Independent Director	4	Yes	2	4

None of the Directors is related to any other Director.

Code of conduct:

The Board has laid down a code of conduct for its members and senior management personnel of the Company. The code of conduct is available on the website of the company www.tspiritualworld.com. All the Board members and senior management personnel have affirmed compliance with the code of conduct. The Whole time Director has affirmed to the Board that this code of conduct has been compiled by the Board members and senior management personnel.

Audit Committee:

The Company has an audit committee at the Board level which acts as a links between the management, the statutory Auditors and the Board of Directors and oversees the financial reporting process. The Audit committee has three Non-executive /Independent Directors as members out of which two are independent Directors. All the members are financially literate. Dr. A. A. Sisodia is the Chairman of the Audit Committee and was present at the Annual General Meeting of the Company. During the current financial year, the audit committee met four times to deliberate on various matters. The meeting was held on 11/04/2011, 26/07/2011, 29/10/2011 and 20/01/2012.

T. SPIRITUAL WORLD LIMITED

Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible

The scope of the activities of the Audit Committee is set out the provision of revised Clause No. 49 of the Listing Agreement with the Stock Exchange read with section 292A of the Companies Act, 1956. The terms of reference of the Audit Committee are broadly as follows:

- a) To oversee the financial reporting process and disclosures of financial information.
- b) To review of the quarterly/ half yearly and annual financial statements of the Company before submission to the Board with special emphasis on accounting policies, compliance of accounting standards and other legal requirements relating to financial statements.
- c) To review with the management and statutory auditors the annual financial statements before submission to the Board.
- d) To review the Company financial and risk management policies
- e) To consider such other matters as may be required by the Board
- f) To hold periodical discussions with statutory Auditors on the scope and content of the audit.
- g) To recommend appointment and removal of statutory auditors, fixation of audit fees and approval for payment of any other services.
- h) To review the functioning of the Whistle Blower mechanism, in case the same is existing in company
- i) To carry out any other function as is mentioned in the terms of reference of the audit committee as amended from time to time by the listing agreement and companies Act 1956.

The composition of the constituted Audit Committee along with the details of the meetings attended the members are given below:

Name of the Members	Category	No. of Meeting Attended
Dr. A. A. Sisodia	Non-Executive Independent Director	4
Mr. A. K. Jain	Non-Executive Director	3
Mr. M. K. Bothra	Non-Executive Independent Director	4

Share Holders / Investors Grievances Committee:

The Investors Grievance committee consists of three Directors as its members, viz., Mr. M. K. Bothra, Mr. A. K. Jain and Dr. A. A. Sisodia. Dr. A.A. Sisodia, an Independent Director is the Chairman of shareholders/ investor grievance committee. The committee supervises the mechanism for redressal of investor grievances and ensures cordial relations. The committee is responsible to oversee and review all matters connected with transfer and transmission of shares, issue of duplicate share certificates etc. The committee monitors replies to investor's complaints, queries and requests relating to transfer of shares, non-receipt of share certificates, non receipt of declared dividends, Annual Reports, etc. The committee met time to time as when required. The committee has sorted out all complaints queries received from shareholders / investors during the year ended 31/03/2012.

The composition of the constituted Investors Grievance Committee along with the details of the meetings attended the members are given below:

Name of the Members	Category	No. of Meeting Attended
Dr. A. A. Sisodia	Non-Executive Independent Director	4
Mr. A. K. Jain	Non-Executive Director	3
Mr. M. K. Bothra	Non-Executive Independent Director	4

Remuneration Committee:

The Remuneration Committee comprising of 2 Independent Directors and 1 Non-executive Director, reviews the performance of the Whole Time Director and senior executives one level below the Board, and also reviews the remuneration package offered by the Company to different grades/ levels of its employees. While reviewing the remuneration of senior management personnel, the Committee takes into account the following:

- Financial position of the Company;
- Trends in the industry;
- Appointee's qualifications and experience;
- Past performance;
- Past remuneration; etc.

The Chief of Human Resources makes periodic presentations to the Remuneration Committee on organization structure, performance appraisals, increments and performance bonus recommendations. The Committee keeps the Directors updated on various Human Resources matters.

During FY 2011-2012, the remuneration committee met two times and the attendance record of the Compensation Committee is given in below table.

Name of the Members	Category	No. of Meeting Attended
Dr. A. A. Sisodia	Non-Executive Independent Director	2
Mr. A. K. Jain	Non-Executive Director	2
Mr. M. K. Bothra	Non-Executive Independent Director	1

Remuneration of Director:

Apart from sitting fees that are paid to the Directors for attending Board/ committee meetings, no significant material transaction have been made with the non executive Director vis-a vis the Company. Non-executive Directors/ Independent Director are not paid any remuneration other than payment of sitting fees @ Rs 500/- per meeting for attending of board and committee meetings. Detailed remuneration of Mr. Baldev Singh, Whole Time Director, for the financial year 2011-2012 is as follows:-

Name of Director	Salary cum Allowances	Stock Option and Other Benefits	Service Contract Tenure
Mr. Baldev Singh	Rs.2,52,000/-	Nil	3Years

General Body Meeting:

Details of location and time of last three Annual General Meetings are as follows:

Year	AGM/ EGM	Date	Time	Place
2010 – 2011	AGM	27/09/2011	3:00 P.M.	O2 Hotel , VIP Road,Kaikhali, Kolkata – 700 052
2009 – 2010	AGM	24/09/2010	3:00 P.M.	P- 91, Bangur Avenue, Block “B” Kolkata – 700 055
2008 – 2009	AGM	24/09/2009	10:00 A.M.	Shivam Conference Hall, B-267 Bangur Avenue, Kolkata – 700 055

T. SPIRITUAL WORLD LIMITED

One special Resolution Passed in the previous AGM held on 27/09/2011

No special Resolution was put through postal ballot last year nor is it proposed to put any special resolution to vote through postal ballot.

Disclosure:

There were no instances of non – compliance or penalty, strictures imposed on Your Company by Stock Exchange, SEBI or any statutory authorities on any matter related to capital markets during the last three years.

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

The Company follows accounting standards issued by the Institute of Chartered Accountants of India and in the preparation of Financial Statements, the Company has not adopted a treatment different from that prescribed in an Accounting Standards.

The Company does not have any subsidiary.

The Company has complied with all mandatory requirements of revised clause 49 of the listing agreement. The non–mandatory requirements, to the extent followed by the company have been duly stated in this report

During the year under review, your Company has not raised any proceeds from public issue, rights issue, preferential issue or any other instruments etc.

Secretarial audit:

A qualified Practicing Company Secretary carried out secretarial audit to reconcile the total admitted equity share capital with NSDL & CDSL 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.

Code for prevention of insider trading practices:

In compliance with SEBI regulation on prevention of insider trading, the company has instituted comprehensive code of conduct for its management and staff. The code lays down guidelines which advises them on procedures to be followed and disclosures to be made while dealing with shares of the company and cautioning them of the consequences of violations

Means of Communication:

The quarterly/ half yearly and audited financial results of the company are published in leading English / Bengali (regional) newspapers. No half yearly report is sent to the shareholders directly. Such financial are covered by limited review reports by the statutory auditors. The quarterly results as well as the proceedings of the AGM / EGM are submitted to BSE / CSE immediately after conclusion of the respective meeting.

Financial results are posted on Company's website: www.tspiritualworld.com.

The management discussion and analysis is a part of the Annual Report and annexed separately.

General Share Holder Information:

1. Compliance Officer : Mr. Baldev Singh Whole Time Director
4, N. S. Road, 1st Floor, Kolkata – 700 001
2. Annual General Meeting :
 - a. Date & Time Monday, 10/9/2012 At 3.00 P.M.

T. SPIRITUAL WORLD LIMITED

- b. Venue : Hotel Rose Valley, RB–29, Raghunathpur, VIP Road, Kolkata – 700 059
- c. Financial Calendar : 1st April to 31st March
Quarterly Results
First Quarter July'12
Second Quarter October'12
Third Quarter January'13
Fourth Quarter April /May -13
- d. Date of Book Closure : 03/09/2012 to 10/09/2012
- e. Listing on Stock Exchange
1. The Calcutta Stock Exchange Association Limited, Kolkata
2. Bombay Stock Exchange Ltd., Mumbai
Listing fees in respect of all the above Stock Exchanges have been paid for the financial year 2012 – 2013
- f. Stock Code : 532444 (At BSE)
15091 (At CSE)
- g. Demat ISIN in NSDL & CDSL for equity shares : INE541C01037
- h. Registrar and Share Transfer Agent (For Physical & Dmat Segment) : Bigshare Services Pvt. Ltd.
E/2, Ansa Ind. Estate, Sakivihar Road, Sakinaka, Andheri (E), Mumbai – 400 072
Tel. : 28470652
Fax : 28475207
- i. Dividend : No dividend has been recommended by the Board of Directors for the FY 2011-12
- j. Market Price data high, low & Volume at BSE during each month in last financial year is given below :

Months	High	Low	Volume
April 2011	1.52	1.15	1,52,057
May 2011	1.94	1.13	4,42,926
June 2011	2.51	1.71	6,93,375
July 2011	2.49	2.12	2,87,983
August 2011	2.58	2.13	2,86,452
September 2011	2.68	2.14	6,52,801
October 2011	3.49	2.17	9,06,091
November 2011	4.54	2.85	23,71,071
December 2011	4.55	1.15	8,67,088
January 2012	1.49	1.05	17,19,383
February 2012	1.42	1.12	5,46,541
March 2012	1.25	1.01	2,64,649

Share Transfer System:

Shares of the Company are compulsorily traded in demat mode .Shares in physical mode which are lodged for transfer with Transfer Agent, i.e., M/s. Bigshare Services Pvt. Ltd, at the above addresses are processed within 15 days from the date of receipt, if the documents are complete in all respects The share certificates are returned to the investors within the prescribed time.

The SEBI vide its circular Nos MRD/DOP//Cir- 05/2009 dated 20th May, 2009 and SEBI/ MRD/ DOP / SE RTA /cir -03/2010 dated 7th January, 2010 has made it mandatory to furnish a copy of income Tax PAN Card to the Company / the Registrar and Share Transfer Agent for Transfer / Transmission / deletion / transposition of securities held in physical Form.

SEBI vide its circular No CIR/CFD/DIL/10/2010 dated 16th December 2010 has amended clause 5A of the listing agreement by laying down a uniform procedure for dealing with unclaimed share in physical mode and getting the same dematerialized after completing the said procedure. The Registrar & Share Transfer Agent of company is in the process of complying with said amendment.

Green initiative in the corporate governance Registration of emails:

The ministry of corporate affairs vide its circular dated 21st April 2011 has taken a Green initiative in the Corporate Governance by allowing paperless compliance by the Company and stating that service of documents can be made by a company through electronic mode. In order to implement the same the members are requested to register email address by a written communication with the depository participant/ the registrar and share transfer agent of the company i.e., Bigshare Services Pvt. Ltd.as the case may be, for communication through electronics mode to receive documents such as, notice calling annual general meeting, annual report comprising of the balance sheet, Statement of Profit and loss , cash flow statement, directors' report, auditors reports or to receive any other documents prescribed under law.

However, if member does not wish to register his email address, the Company will continue to send documents in physical form by other modes of services as provided in section 53 of the companies Act 1956

Dematerialisation of Shares:

The Company's shares are compulsorily traded in dematerialized form and are available for trading on both the depositories with NSDL/ CDSL. About 99.986% (approx) of total equity share capital is held in Dmat form with NSDL & CDSL as at 31st March 2012.

Distribution of Shareholdings:**Categories of Shareholders as on 31/03/2012**

Category	No. of Shareholders	No. of Shares	% of Equity Capital
Promoters	7	33,16,280	16.58
Other Bodies Corporate	282	30,01,533	15.01
Individual / Others	15,321	1,36,84,187	68.41
Total	15,610	2,00,02,000	100.00

T. SPIRITUAL WORLD LIMITED

Distribution of Shareholdings as on 31/03/2012 :

Amount of Equity Share held	No.% of Shareholders	% of Shareholders	Total Holding	% of Shares
1 – 500	10669	68.3472	2184133	10.9196
501 – 1000	2564	16.4254	2133522	10.6665
1001 – 2000	1236	7.9180	2030815	10.1531
2001 – 3000	344	2.2037	896370	4.4814
3001 – 4000	232	1.4862	852786	4.2635
4001 – 5000	151	0.9673	715345	3.5764
5001 – 10000	239	1.5311	1814672	9.0725
10001 – above	175	1.1211	9374357	46.8671
Total	15610	100.00	20002000	100.00

DECLARATION

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 accordance with the provision of listing agreement. I 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 31/03/2012.

Baldev Singh
(Whole time Director)

Date : 29/05/2012
Place : Kolkata

T. SPIRITUAL WORLD LIMITED

Auditor's Certificate

To
The Members
M/s. T.Spiritual World Limited.

We have examined the compliance of conditions of Corporate Governance by T.Spiritual World Limited for the year ended on 31st March, 2012, as stipulated in Clause No.49 of the Listing Agreement of the said company with stock Exchanges in India.

The Compliance of conditions of Corporate Governance is the responsibility of the management of the company. Our examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance as stipulated in the clause. It is neither an audit nor an expression of opinion on the financial statement of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and based on the representation made by the Directors and Management, we certify that the company has complied with the conditions of Corporate Governance as stipulated in clause 49 of the abovementioned Listing Agreement.

We state that no investor grievances are pending for a period exceeding one month against the company as per the records maintained by the Share Holders / Investors Grievances Committee.

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

For S.R.Ghedia & Associates
(Chartered Accountants)
FRN :: 118560W

(Sunil Jain)
Partner
M. No. 059181

Place : Mumbai
Date : 29/05/2012

T. SPIRITUAL WORLD LIMITED

AUDITORS' REPORT

To

The Members

M/s. T.Spiritual World Limited.

1. We have audited the attached Balance Sheet of M/s. T.Spiritual World Limited, Kolkata as at 31st March, 2012, the Statement of Profit & Loss and the Cash Flow Statement of the Company for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatements. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003, issued by the Central Government of India in terms of Section 227 (4A) of the Companies Act, 1956, and on the basis of such test checks of the books and records of the Company, as we considered appropriate and according to the information and explanations given to us, we enclose in the Annexure, a statement on the matters specified in Paragraphs 4 and 5 of the said order.
4. Further to our comments in the Annexure referred to above, we report that:
 - i) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our Audit;
 - ii) In our opinion, proper books of account as required by law have been kept by the Company, so far as appears from our examination of those books;
 - iii) The Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this report are in agreement with the books of accounts;
 - iv) In our opinion, Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this report generally comply with the Accounting Standard referred to in section 211 (3C) of the Companies Act, 1956, to the extent applicable;
 - v) On the basis of written representations received from the Directors, as on 31st March, 2012 and taken on record by the Board of Directors, we report that none of the Directors of the Company is disqualified as on 31st March, 2012 from being appointed as a Director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956;
 - vi) In our opinion, and to the best of our information and according to the explanations given to us, the said accounts, read together with Significant Accounting Policies and Notes to the Accounts attached there to, give the information required by the Companies Act, 1956 in the manner so required and give a true and fair view in conformity with the Accounting Principles generally accepted in India:
 - (a) In the case of the Balance Sheet, of the State of Affairs of the Company as at 31st March, 2012;

T. SPIRITUAL WORLD LIMITED

- (b) In the case of the Statement of Profit & Loss, of the Profit of the Company for the year ended on that date; and
- (c) In the case of the Cash Flow Statement, of the Cash flows of the Company for the year ended on that date.

**For S.R.Ghedia & Associates
(Chartered Accountants)
FRN :: 118560W**

**(Sunil Jain)
Partner
M. No. 059181**

**Place : Mumbai
Date : 29/05/2012**

T. SPIRITUAL WORLD LIMITED

Annexure to Auditors' Report

(Referred to in Paragraph 3 of our report of even date)

=====

1. In respect of its fixed assets:
 - a) The Company has maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.
 - b) We are informed that all the fixed assets have been physically verified by the management during the year, which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. No material discrepancies were noticed on such verification.
 - c) The company has not disposed off any substantial part of its fixed assets during the year as would affect the going concern status of the Company.
2. In respect of its Inventories ::
 - a) We are informed that the Inventory have been physically verified by the management during the year. In our opinion, the frequency of verification is reasonable.
 - b) In our opinion and according to the information and explanations given to us, the procedure of physical verification of inventory followed by the management is reasonable and adequate in relation to the size of the company and nature of its business.
 - c) The company is maintaining proper records of inventory and no material discrepancies were noticed on physical verification by the management.
3. The Company has neither granted nor taken any loans, secured or unsecured, to/from companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956. Accordingly, the provisions of sub -clauses (b), (c), (d), (e), (f) and (g) of the clause (iii) of paragraph 4 of the Companies (Auditor's Report) Order, 2003 are not applicable to the company.
4. In our opinion and according to the information and explanations given to us, there exist an adequate internal control system commensurate with the size of the company and nature of its business with regard to purchases of inventory, fixed assets and with regard to the sale of goods and services. During the course of our audit, we have not observed any major weakness in internal control system of the company.
5. According to the information and explanations given to us, there are no contracts or arrangements that need to be entered into the register referred to in Section 301 of the Companies Act, 1956. Accordingly, the provisions of sub clause (b) of the Clause (v) of paragraph 4 of the Companies (Auditors' Report) Order, 2003 is not applicable to the Company.
6. The Company has not accepted any deposits from the public during the year and hence, the directives issued by the Reserve Bank of India and the provisions of sections 58A, 58AA or any other relevant provisions of the Companies Act, 1956 and the rules framed there under are not applicable. We are informed by the management that, no order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal.
7. In our opinion, the company has an Internal Audit System commensurate with the size of the Company and nature of its business.
8. We are informed that, the Central Government has not prescribed maintenance of cost records under section 209 (1) (d) of the Companies Act, 1956 for any of the products/services rendered by the Company.

T. SPIRITUAL WORLD LIMITED

9. According to the information and explanations given to us ,in respect of its statutory dues:
 - a. The company has been generally regular in depositing undisputed statutory dues including Provident fund, Investor Education and Protection Fund, Employees State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax Customs Duty, Excise Duty, Cess and other material statutory dues ,as applicable to it, with the appropriate authorities.
 - b. There were no undisputed amounts payable in respect of Income Tax, Sales Tax, Wealth Tax, Service Tax Customs Duty, Excise Duty, Cess and other material statutory dues were in arrears as at 31st March, 2012 for a period of more than six months from the date of become payable.
 - c. There are no dues of Income Tax, Sales Tax, Wealth Tax, Service Tax Customs Duty, Excise Duty, Cess and other material statutory dues which have not been deposited on account of any dispute.
10. The company does not have any accumulated losses as at 31st March, 2012and it has not incurred any cash losses in the financial year ended on that date or in the immediate preceding financial year.
11. In our opinion and according to the information and explanation given to us, the company has not defaulted in repayment of dues to a financial institutions, bank or debenture holders.
12. According to the information and explanations given to us, the company has not granted any loans or advances on the basis of security by way of pledge of shares, debentures and other securities.
13. In our opinion, the Company is not a chit fund or a nidhi / mutual benefit fund / society.
14. According to the information and explanation given to us, the company is not dealing or trading in shares, securities, debentures and other investments.
15. The company has not given any guarantees for loans taken by other from banks or financial institutions.
16. The Company has not availed any term loans during the year.
17. According to the information and explanations given to us and on an overall examination of the Balance Sheet of the Company, we report that the no funds raised on short term basis have been used for long –term investment.
18. The company has not made any preferential allotment of shares to parties and Companies covered in the Register maintained under Section 301 of the Companies Act, 1956 during the year.
19. The company has not issued any debentures during the year under review.
20. The company has not raised any money by public issue during the year.
21. According to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the course of our audit.

**For S.R.Ghedia & Associates
(Chartered Accountants)
FRN :: 118560W**

**(Sunil Jain)
Partner
M. No. 059181**

**Place : Mumbai
Date : 29/05/2012**

T. SPIRITUAL WORLD LIMITED

BALANCE SHEET AS AT 31ST MARCH, 2012

Particulars	Note No.	As at 31 March, 2012 Amt in Rs.	As at 31 March, 2011 Amt in Rs.
A EQUITY AND LIABILITIES			
1 Shareholders' funds			
(a) Share capital	1	200,020,000.00	200,020,000.00
(b) Reserves and Surplus	2	58,697,256.00	56,952,160.00
		258,717,256.00	256,972,160.00
2 Non-Current Liabilities			
(a) Deferred Tax Liabilities	3	1,347,859.00	1,611,432.00
		1,347,859.00	1,611,432.00
3 Current liabilities			
(a) Trade Payables	4	330,665.00	362,905.00
(b) Short-Term Provisions	5	323,000.00	1,036,604.00
		653,665.00	1,399,509.00
TOTAL		260,718,780.00	259,983,101.00
B ASSETS			
1 Non-Current assets			
(a) Fixed Assets			
(i) Tangible assets	6	13,416,224.00	14,928,596.00
(b) Non-Current Investments	7	41,638,000.00	42,888,000.00
(c) Long-Term Loans and Advances	8	91,446,896.00	74,021,950.00
		146,501,120.00	131,838,546.00
2 Current assets			
(a) Inventories	9	77,595,715.00	81,409,175.00
(b) Trade Receivables	10	36,445,947.00	45,784,516.00
(c) Cash and Cash Equivalents	11	175,998.00	421,578.00
(d) Other Current Assets	12	-	529,286.00
		114,217,660.00	128,144,555.00
TOTAL		260,718,780.00	259,983,101.00
Significant Accounting Policies & Notes to the Accounts	20	-	-

As per our attached report on even date
For S.R.Ghedia & Associates
Chartered Accountants

For and on behalf of the Board of Directors
For T.Spiritual World Limited

Sunil Jain
(Partner)
M.No :: 059181

(B.Singh)
(Whole Time Director)

(A.K.Jain)
(Director)

Place : Mumbai
Date : 29/05/2012

T. SPIRITUAL WORLD LIMITED

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH, 2012

Particulars	Note No.	For the year ended 31 March, 2012 Amt in Rs.	For the year ended 31 March, 2011 Amt in Rs.
Revenue from Operations	13	162,333,459.00	191,430,979.00
II Other Income 14		1,255,850.00	1,137,865.00
III Total revenue (I+II)		163,589,309.00	192,568,844.00
IV. Expenses			
Purchases of Stock-in-trade	15	145,991,660.00	163,364,490.00
Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	16	3,813,460.00	13,234,130.00
Employee Benefits Expenses	17	2,980,344.00	3,503,474.00
Depreciation and Amortisation Expenses	18	4,215,869.00	5,275,316.00
Other Expenses	19	4,783,453.00	4,276,490.00
Total Expenses		161,784,786.00	189,653,900.00
V Profit before tax (III-IV)		1,804,523.00	2,914,944.00
VI Tax expenses:			
(1) Current Tax		323,000.00	1,036,604.00
(2) Deferred tax		(263,573.00)	(135,886.00)
		59,427.00	900,718.00
VII Profit for the Period(V-VI)		1,745,096.00	2,014,226.00
VIII Earnings per Equity Share (FV of Rs.10/- each):			
(a) Basic		0.09	0.10
(b) Diluted		0.09	0.10
Significant Accounting Policies & Notes to the Accounts	20		

As per our attached report on even date
For S.R.Ghedia & Associates
Chartered Accountants

For and on behalf of the Board of Directors
For T.Spiritual World Limited

Sunil Jain
(Partner)
M.No :: 059181

(B.Singh)
(Whole Time Director)

(A.K.Jain)
(Director)

Place : Mumbai
Date : 29/05/2012

T. SPIRITUAL WORLD LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2012

Particulars	As at 31 March, 2012 Amt in Rs.	As at 31 March, 2011 Amt in Rs.
(A) Cash Flow From Operating Activities		
Net Profit before Tax	1,804,523.00	2,914,944.00
Adjustments for ::-		
Misc Income	188,364.00	201,613.00
Interest Income	1,067,486.00	936,252.00
Depreciation/amortization	4,215,869.00	5,275,316.00
Operating Profit Before Working Capital Changes	4,764,542.00	7,052,395.00
Adjustments for ::-		
Inventories	3,813,460.00	13,234,130.00
Trade Receivables	9,338,569.00	(4,334,292.00)
Loans & Advances	(17,424,946.00)	(9,649,410.00)
Other Current assets	529,286.00	0.00
Trade Payables	(32,240.00)	(22,205.00)
Cash Generated From Operations	988,671.00	6,280,618.00
Payment of Tax	(1,036,604.00)	(1,247,128.00)
Net Cash Inflow/Outflow From Operations	(47,933.00)	5,033,490.00
(B) Cash Flow From Investing Activities		
Sale of Investments	1,250,000.00	0.00
Purchases of Fixed Assets	(2,703,497.00)	(6,735,493.00)
Misc Income	188,364.00	201,613.00
Interest Income	1,067,486.00	936,252.00
Net Cash (used in) Investing Activities (B)	(197,647.00)	(5,597,628.00)
(C) Cash Flow From Financing Activities	NIL	NIL
(D) Net Increase /(Decrease) in Cash & Cash Equivalents (A+B+C)	(245,580.00)	(564,138.00)
(E) Cash & Cash Equivalents as at 31.03.2011	421,578.00	985,716.00
(F) Cash & Cash Equivalents as at 31.03.2012	175,998.00	421,578.00
<u>Components of Cash & Cash Equivalents(As per Note :: 11)</u>		
Balance with Banks		
- In Current Accounts	52,895.00	124,610.00
Cash on Hand	123,103.00	296,968.00
Total Cash & Cash Equivalents	175,998.00	421,578.00
<u>Reconciliation of Cash & Cash Equivalents</u>		
As per Balance Sheet (Note :: 11)	175,998.00	421,578.00
As per Cash Flow Statement	175,998.00	421,578.00

===== **T. SPIRITUAL WORLD LIMITED** =====

Note : The above Statement has been prepared under the Indirect Method as given in Accounting Standard on Cash Flow Statement (AS - 3) issued by the ICAI.

**As per our attached report on even date
For S.R.Ghedia & Associates
Chartered Accountants**

**For and on behalf of the Board of Directors
For T.Spiritual World Limited**

**Sunil Jain
(Partner)
M.No : 059181**

**(B.Singh) (A.K.Jain)
(Whole Time Director) (Director)**

**Place : Mumbai
Date : 29/05/2012**

T. SPIRITUAL WORLD LIMITED

Notes forming part of Balance Sheet

Particulars	As at 31 March, 2012 Amt in Rs.	As at 31 March, 2011 Amt in Rs.
NOTE :-1		
SHARE CAPITAL		
AUTHORISED		
23,010,000 Equity Shares of Rs. 10/- each	230,100,000.00	230,100,000.00
ISSUED, SUBSCRIBED& FULLY PAID -UP		
20,002,000 Equity Shares of Rs.10/- each fully paid-up. (as at 31st March, 2011, 20,002,000 equity shares of Rs. 10/- each, fully paid-up	200,020,000.00	200,020,000.00
TOTAL	200,020,000.00	200,020,000.00
Notes to Share Capital		
(i) Reconciliation of the 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	20,002,000.00	20,002,000.00
- Amount	200,020,000.00	200,020,000.00
Equity shares outstanding at the End of the year		
- Number of shares	20,002,000.00	20,002,000.00
- Amount	200,020,000.00	200,020,000.00
(ii) Terms / rights attached to Equity shares		
The Company has only one class of equity shares having a par value of Rs.10/- per share. Each equity shareholder is entitled to one vote per share. The Company have not declared any dividends for the year under review.		
(iii) No Equity Shares of the Company are held by its Holding Co or its Ultimate Holding Co or by subsidiaries or associates of the holding co or the ultimate Holding Co, since the Company does not have any Holding Co or Subsidiary Co as at 31st March,2012 and as at 31st March,2011.		
(iv) None of the Shareholders holding more than 5% shares in the issued, subscribed and paid up Equity share capital of the Company as at 31st March,2012 and as at 31st March,2011.		
(v) No Equity Shares are reserved for issue under the employee stock option (ESOP) plan of the Company and for contracts /commitments for the sale of shares /disinvestment as at 31st March,2012 and as at 31st March,2011.		
(vi) During the period of five years immediately preceding the reporting date ::		
(a) No Shares were allotted pursuant to any contract(s)/arrangements without payment being received in cash ;		

T. SPIRITUAL WORLD LIMITED

Notes forming part of Balance Sheet

Particulars	As at 31 March, 2012 Amt in Rs.	As at 31 March, 2011 Amt in Rs.
(b) No Shares were allotted by way of bonus shares; (c) No Shares were bought back;		
(vii) The Company does not issued any securities which will be convertible into Equity Shares in future.		
(viii) No Calls unpaid by any share holders at 31st March, 2012 and as at 31st March,2011.		
(ix) Since Inception ,no Shares were Forfeited by the Company or there were any re-issue of any Forfeited shares		
(x) In Financial Year 2007-08-, equity shares capital of the company was consolidated from Five equity shares of Rs.2/-(100,010,000 equity shares)each into One equity shares of Re10/- each (20,002,000 equity shares).		
NOTE :-2		
<u>RESERVES AND SURPLUS</u>		
<u>Securities Premium Reserve</u>		
As per last Balance sheet	9,985,000.00	9,985,000.00
Closing Balance	9,985,000.00	9,985,000.00
<u>General Reserve</u>		
As per last Balance sheet	1,180,414.00	1,180,414.00
Closing Balance	1,180,414.00	1,180,414.00
<u>Surplus in Statement of Profit and Loss</u>		
Balance as per last Balance Sheet	45,786,746.00	43,772,520.00
Add :: Profit for the year	1,745,096.00	2,014,226.00
Closing Balance	47,531,842.00	45,786,746.00
TOTAL	58,697,256.00	56,952,160.00
NOTE :-3		
<u>DEFERRED TAX LIABILITIES</u>		
Depreciation as per Books and Tax Laws	1,347,859.00	1,611,432.00
TOTAL	1,347,859.00	1,611,432.00
NOTE :-4		
<u>TRADE PAYABLES</u>		
Sundry Creditors	330,665.00	362,905.00
TOTAL	330,665.00	362,905.00
NOTES :-5		
<u>SHORT TERM PROVISIONS</u>		
Provision for Taxation	323,000.00	1,036,604.00
TOTAL	323,000.00	1,036,604.00

T. SPIRITUAL WORLD LIMITED

Amt in Rs.

	GROSS BLOCK				DEPRECIATION			NET BLOCK	
	As At 1st April 2011	Additions/ Adjustments	Deductions/ Adjustments	As At 31st March, 2012	As At 1st April 2011	For the Year	Deductions/ Adjustments	As At 31st March, 2012	As At 31st March, 2011
TANGIBLE ASSETS									
<u>OWNED ASSETS</u>									
Plant & Equipments	30,175,778.00	769,463.00	-	30,945,241.00	25,105,671.00	2,335,828.00	-	27,441,499.00	5,070,107.00
Furniture & Fixtures	8,864,387.00	632,810.00	-	9,497,197.00	3,776,415.00	1,035,462.00	-	4,811,877.00	5,087,972.00
Office Equipments	7,751,162.00	1,301,224.00		9,052,386.00	2,980,645.00	844,579.00		3,825,224.00	4,770,517.00
TOTAL RS.	46,791,327.00	2,703,497.00	-	49,494,824.00	31,862,731.00	4,215,869.00	-	36,078,600.00	14,928,596.00
As at and for the year ended 31st March, 2011									
Assets in Active use	40,055,834.00	6,735,493.00	-	46,791,327.00	26,587,415.00	5,275,316.00	-	31,862,731.00	14,928,596.00

NOTE :- 6
FIXED ASSETS

T. SPIRITUAL WORLD LIMITED

Notes forming part of Balance Sheet

Particulars	As at 31 March, 2012 Amt in Rs.	As at 31 March, 2011 Amt in Rs.
NOTES : - 7		
NON-CURRENT INVESTMENTS		
Non-trade investments		
(Valued at cost unless stated otherwise)		
Investment in Equity instruments of other Companies Quoted		
190,000 (As at 31st March, 2011, 190000) Equity shares of Shrenik Commercial Company Ltd of Rs. 10/- each, fully paid-up	11,230,000.00	11,230,000.00
160,000 (As at 31st March, 2011, 160000) Equity shares of Spectrum Resources Ltd of Rs. 10/- each, fully paid-up	10,450,000.00	10,450,000.00
48,900 (As at 31st March, 2011, 48900) Equity shares of Tuscon Exports Ltd of Rs. 10/- each, fully paid-up	8,802,000.00	8,802,000.00
39,500 (As at 31st March, 2011, 39500) Equity shares of T I Pharma Ltd of Rs. 10/- each, fully paid-up	6,320,000.00	6,320,000.00
Unquoted		
24,800 (As at 31st March, 2011, 24800) Equity shares of Ravitez Exports Ltd of Rs. 10/- each, fully paid-up	4,836,000.00	4,836,000.00
NIL (As at 31st March, 2011, 10000) Equity shares of Preksha Builders Pvt Ltd of Rs. 10/- each, fully paid-up	-	100,000.00
NIL (As at 31st March, 2011, 10000) Equity shares of Mahapragya Developers Pvt Ltd of Rs. 10/- each, fully paid-up	-	100,000.00
NIL (As at 31st March, 2011, 60000) Equity shares of Shree Bhikshu Education & Health Care Ltd of Rs. 10/- each, fully paid-up	-	1,050,000.00
TOTAL	41,638,000.00	42,888,000.00
Aggregate amount of Quoted Investment		
- Cost	36,802,000.00	36,802,000.00
- Market Value	Not Available	Not Available
Aggregate amount of Unquoted Investment	4,836,000.00	6,086,000.00
NOTE :-8		
LONG TERM LOANS AND ADVANCES		
Unsecured, Considered good		
Other Loans	8,869,586.00	7,802,100.00
Other Advances	82,577,310.00	66,219,850.00
TOTAL	91,446,896.00	74,021,950.00

T. SPIRITUAL WORLD LIMITED

Notes forming part of Balance Sheet

Particulars	As at 31 March, 2012 Amt in Rs.	As at 31 March, 2011 Amt in Rs.
NOTE :-9		
<u>INVENTORIES</u>		
(As taken, Valued & Certified by the Management)		
Work-in Process(At Cost)	17,356,810.00	20,369,570.00
Finished Goods /Stock -In Trade (At lower of Cost or Net realizable value)	60,238,905.00	61,039,605.00
TOTAL	77,595,715.00	81,409,175.00
NOTE :-10		
<u>TRADE RECEIVABLES</u>		
<u>Unsecured, Considered good</u>		
Outstanding for a period exceeding six months from the date they are due for payment	8,096,638	9,532,560
Other Receivables	28,349,309	36,251,956
TOTAL	36,445,947.00	45,784,516.00
NOTE :-11		
<u>CASH AND CASH EQUIVALENTS</u>		
(As Certified by the Management)		
Cash and Cash Equivalents		
Balance with Banks		
- In Current Accounts	52,895.00	124,610.00
Cash on Hand	123,103.00	296,968.00
TOTAL	175,998.00	421,578.00
NOTE :-12		
<u>OTHER CURRENT ASSETS</u>		
Income Tax Payments & TDS Receivables of Earlier years	-	529,286.00
TOTAL	-	529,286.00
NOTE :-13		
<u>REVENUE FROM OPERATIONS(GROSS)</u>		
(a) Sale of Products		
- Finished goods	4,280,363.00	49,987,115.00
- Traded goods	156,747,679.00	134,176,138.00
(b) Sale of Services	1,305,417.00	7,267,726.00
TOTAL	162,333,459.00	191,430,979.00

T. SPIRITUAL WORLD LIMITED

Notes forming part of Balance Sheet

Particulars	As at 31 March, 2012 Amt in Rs.	As at 31 March, 2011 Amt in Rs.
<u>Details of Sale of Products</u>		
<u>Finished goods</u>		
<u>IT Activities</u>		
Software Sales	4,280,363.00	49,987,115.00
<u>Traded goods</u>		
Products and Commodities	156,747,679.00	134,176,138.00
<u>Details of Sale of Services</u>		
<u>IT Activities</u>		
Software Consultancy	1,305,417.00	6295780
Software System Services	0	971946
TOTAL	162,333,459.00	191,430,979.00
NOTE :-14		
<u>OTHER INCOME</u>		
<u>Interest Income</u>		
Interest on Long term Loans & Advances	1,067,486.00	936,252.00
<u>Other Non-Operating income</u>		
Miscellaneous Income	188,364.00	201,613.00
TOTAL	1,255,850.00	1,137,865.00
NOTE :-15		
<u>PURCHASES OF STOCK-IN TRADE/FINISHED GOODS</u>		
Purchase of Stock-in Trade/Finished Goods	145,991,660.00	163,364,490.00
TOTAL	145,991,660.00	163,364,490.00
NOTE :-16		
<u>CHANGES IN INVENTORIES OF FINISHED GOODS, WORK -IN PROGRESS AND STOCK -IN TRADE</u>		
<u>Inventories at the end of the year</u>		
Work-in Process	17,356,810.00	20,369,570.00
Finished Goods /Stock -In Trade	60,238,905.00	61,039,605.00
	77,595,715.00	81,409,175.00
<u>Inventories at the beginning of the year</u>		
Work-in Process	20,369,570.00	25,739,560.00
Finished Goods /Stock -In Trade	61,039,605.00	68,903,745.00
	81,409,175.00	94,643,305.00
Stock Decreased	3,813,460.00	13,234,130.00

T. SPIRITUAL WORLD LIMITED

Notes forming part of Balance Sheet

Particulars	As at 31 March, 2012 Amt in Rs.	As at 31 March, 2011 Amt in Rs.
NOTE :-17		
<u>EMPLOYEE BENEFITS EXPENSES</u>		
Salaries and Wages	2,718,928.00	3,271,041.00
Staff Welfare Expenses	261,416.00	232,433.00
TOTAL	2,980,344.00	3,503,474.00
NOTE :-18		
<u>DEPRECIATION AND AMORTISATION EXPENSES</u>		
Depreciation and amortisation for the year on tangible assets	4,215,869.00	5,275,316.00
TOTAL	4,215,869.00	5,275,316.00
NOTE :-19		
<u>OTHER EXPENSES</u>		
Advertisement Expenses	195,807.00	192,543.00
Auditors Remuneration#	72,880.00	71,695.00
Bank Charges	3,144.00	4,136.00
Books & Periodicals	103,443.00	101,675.00
Consultancy Fees	393,600.00	358,500.00
Conveyance & Travelling	354,618.00	357,739.00
Directors Remuneration	252,000.00	219,000.00
Directors Sitting Fees	5,000.00	11,500.00
Donation	260,000.00	60,000.00
Filing Fees	1,500.00	1,000.00
General Expenses	237,154.00	240,109.00
Listing Fees	124,395.00	91,825.00
Power & Fuel	125,844.00	113,844.00
Postage & Courier	275,271.00	258,315.00
Printing & Stationary	278,305.00	258,637.00
Professional Fees	347,712.00	327,090.00
R&T, Connectivity and Demat Charges	197,966.00	210,497.00
Rent	450,000.00	417,988.00
Selling & Distribution Expenses	590,825.00	490,225.00
Software Maintenance	213,517.00	201,143.00
Telephone & Connectivity Expenses	300,472.00	289,029.00
TOTAL	4,783,453.00	4,276,490.00
<u>Auditors Remuneration#</u>		
(inclusive of Service Tax)		
As Auditors - Statutory Audit Fees	56,180.00	55,150.00
For Taxation matters	5,618.00	5,515.00
For Other services	11,082.00	11,030.00
TOTAL	72,880.00	71,695.00

Note: - 20

SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO THE ACCOUNTS:

Annexed to and forming part of the Balance Sheet as at 31st March, 2012 and of the Statement of Profit & Loss for the year ended on that date.

1. Accounting System:

- a) Financial statements are prepared in accordance with the generally accepted accounting principles including mandatory applicable accounting standards in India and relevant presentational requirement of the Companies Act 1956, under historical cost convention, on accrual basis and ongoing concern concept, unless otherwise stated.
- b) All Expenses, Revenue from Operations and Other Income are accounted for on Accrual basis.

2. Use of Estimates:

The preparation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known/ materialized.

3. Inventories:

- a) 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 basis.
- b) Work in Progress is valued at Cost, which comprises Materials, Labour and Development Overheads.

4. Tangible Fixed Assets and Depreciation on Tangible Fixed Assets:

- a) Fixed Assets are stated at cost less accumulated depreciation and impairment in value, if any.
- b) Costs comprised acquisition price or construction cost and other attributable costs, if any for bringing the assets to its intended use.
- c) Depreciation on Fixed Assets is provided block-wise on written down value method (WDV) on prorata basis as per rates prescribed in Schedule XIV to the Companies Act, 1956, with respect to the month of addition.

5. Investments:

- a) Long Term Investments are valued at Cost .Provision for diminution in the value of Long Term Investments is made only if such a decline is, in the opinion of management, other than temporary.
- b) Current Investments are carried at lower of cost and fair value.

6. Provision for Current and Deferred Tax:

Tax expense comprises current tax and deferred tax.

- a) Provision for current tax is made on the basis of estimated taxable income for the current accounting year in accordance with the provisions of Income Tax Act, 1961.
- b) Deferred tax resulting from "timing difference" between taxable and accounting income is accounted for using the tax rates and laws that are enacted or substantively enacted as on the balance sheet date.

- c) Deferred tax assets are recognized and carried forward only to the extent that there is a virtual certainty that the asset will be realized in future.

7. Retirement Benefits:

During the year under review, none of the employees have completed Continuous service period of 5 years and there is not any no un-availed leave of any employees working with the company. Accordingly, no provision is required to be made in respect of Gratuity, Leave encashment and Other Retirement benefits.

8. Impairment of assets:

- a) An asset is treated as impaired when the carrying cost of the asset exceeds its recoverable value being higher of value in use and net selling price. Value in use is computed at net present value of cash flow expected over the balance useful life of the assets.
- b) An impairment loss is recognized as an expense in the Statement of Profit and Loss in the year in which an asset is identified as impaired. The impairment loss recognized in prior accounting period is reversed if there has been an improvement in recoverable amount.
- c) In the opinion of the management, there is no impairment of assets as on Balance Sheet date.

9. Provisions, Contingent Liabilities and Contingent Assets:

- a) Provisions involving substantial degree of estimation in measurement are recognized when there is present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent liabilities are not recognized but are disclosed in the notes. Contingent assets are neither recognized nor disclosed in the financial statements.
- b) In the opinion of the management, there are no contingent liabilities as on Balance Sheet date and nor any events occurred after the Balance Sheet date that affects the financial position of the Company.
10. During the financial year 2011-12, there are not any transactions with any suppliers /parties who are covered under 'The Micro Small and Medium Enterprises Development Act, 2006'.

11. Related Party Disclosures

There is no other company, which is under the same management in which the directors of the company are entrusted as directors and / or shareholders. There is no transaction with any firm and / or proprietor firm in which the directors of the company are interested as a partners or proprietor.

12. Key Management Personnel:

The Key management personnel are the directors, whose names are mentioned in the corporate governance report.

13. The Company is selling software in domestic markets. Out of many software projects under development at the commencement of the financial year, the company has completed some projects and sold / delivered the same, the cost and revenue of which has been taken to the Statement of profit and loss. Since the revenue generation begins after the completion of the software projects / products, the company is of the view that development expenditure on the unfinished / uncompleted software should be treated as part of inventory as 'Software Projects under Development' and included in Work in progress.
14. There are not any particulars which are required to be furnished pursuant to Clause VIII of part II of the Schedule VI of the Companies Act, 1956.

T. SPIRITUAL WORLD LIMITED

15. In compliance with the Accounting Standard AS-22 relating to "Accounting for Taxes on Income" issued by the Institute of Chartered Accountants of India, the company had provided for Deferred tax liability arising out of timing difference. During the year under report, there has been reversal of the said deferred tax liability to the extent of Rs.2, 63,573/ (P.Y Rs. 1, 35,886/-), on account of difference between Book and Tax Depreciation. Accordingly, the said item has been credited to Statement of Profit & Loss of the year under report.

16. The Company has two reportable business segments (i) Commodities, Wellness Products and Services (ii) IT Activities. The Company operates mainly in Indian market and there are no reportable geographical segments.

17. Earnings per Share:

Earnings per share are calculated by dividing the profit attributable to the equity shareholders by the number of equity shares outstanding during the year, as under:

Particulars	2011-12	2010-11
Net Profit for the year attributable to the equity shareholders (Rs.)	17,45,096	20,14,226
Number of equity shares outstanding (in Nos.)	20,002,000	20,002,000
Basic and diluted earnings per share (Face value of Rs.10 each)(Rs.)	0.09	0.09

18. In the Opinion of the Board, all the current assets, loans and advances have a value on realization 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.

19. Certain Debit and Credit Balances are being subject to confirmation.

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

21. The Revised Schedule VI has become effective from 1st April, 2011 for the preparation of financial statements. This has significantly impacted the disclosure and presentation made in the financial statements. Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.

Signatory to Notes 1 TO 20

As per our attached report on even date

**For S.R.Ghedia & Associates
(Chartered Accountants)**

**FOR AND ON BEHALF OF THE BOARD
For T.Spiritual World Limited**

**(Sunil Jain)
Partner
M. No. 059181**

**(B.Singh)
(Whole Time Director)**

**(A.K.Jain)
(Director)**

**Place : Mumbai
Date : 29/05/2012**

T. SPIRITUAL WORLD LIMITED

T. Spiritual World Limited

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

ATTENDANCE SLIP

I hereby record my presence at the 26th Annual General Meeting held at Hotel Rose Valley, RB – 29, Raghunathpur, VIP Road, Kolkata – 700 059, on Monday, 10th September, 2012 at 3.00 P.M.

1. L. F. No.
 2. Depository: NSDL/CDSL
 3. DP ID.
 4. Client ID * * For shares held in electronic form
 5. FULL NAME OF SHAREHOLDER (IN BLOCK LETTERS)
 6. NO. OF EQUITY SHARES HELD:
 7. SIGNATURE OF THE SHAREHOLDER OR PROXY ATTENDING:
- (PLEASE GIVE FULL NAME OF THE 1ST JOINT HOLDER) MR./MRS./MISS

(TO BE USED ONLY WHEN FIRST NAMED SHAREHOLDER IS NOT ATTENDING
NOTE: PLEASE FILL IN THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE HALL.

T. Spiritual World Limited

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

FORM OF PROXY

I/We of in the District of
being the member/members of the above named Company hereby appoint of in
the District of or failing him of or failing him of in the district of as my /
our proxy to vote for me/us on my/our behalf at the 26th Annual General Meeting of the Company to be held on
Monday, 10th September 2012, at 3.00 P.M. and at any adjournment thereof. Signed this day of 2012.

Signature

Affix
a revenue
stamp

LF No..... * Depository : NSDL / CDSL..... *DP ID. *Client ID.....

*For Shares held in Electronic Form No. of Shares held

Note: (1) A member is entitled to attend and vote is entitled a proxy to attend and vote instead himself. (2) A proxy need not be a member. (3) The complete form should be deposited at the Registered Office of the Company at 4, Netaji Subhash Road, 1st Floor, Kolkata - 700 001 not less than 48 hours before the time of holding the meeting.

BOOK - POST

To,

T. Spiritual World Limited

Registered Office: 4, N. S. Road, 1st Floor, Kolkata - 700 001