

Flashina Agro Inds. Ltd

BOARD OF DIRECTORS

Shri Prem Prakash Gupta
Managing Director

Shri M. B. Pareek
Nominee-Rajasthan Financial Corporation

Smt. Veena Gupta
Shri Sanjay Kumar Ambastha

COMPANY SECRETARY

Shri E. D. M. Menon

REGISTERED OFFICE & WORKS

A-784, RIICO Industrial Area
Bhiwadi, Distt. Alwar
RAJASTHAN

ADMN. & HEAD OFFICE

202, Delhi Blue Apartments
Ring Road, Safdarjung
New Delhi-110029

AUDITORS

M/s Vikram Kumar & Co.
Chartered Accountants
Jagdish Bhawan, 1st Floor
Exhibition Road, Patna-800 001

BANKERS

State Bank of Bikaner & Jaipur
Kamal Cinema Bldg., Safdarjung Enclave
New Delhi - 110029

ASHIANA AGRO INDUSTRIES LIMITED**NOTICE**

Notice is hereby given that the Twelfth Annual General Meeting of the Members of the Company will be held on Friday the 27th September, 2002 at 11 A.M. at A-784, RIICO Indl. Area, Bhiwadi, Distt Alwar, Rajasthan to transact the following business:-

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2002 and the Profit & Loss Account for the year ended on that date together with Reports of Auditors and Directors thereon.
2. To appoint a Director in place of Smt. Veena Gupta, who retires by rotation and being eligible offers herself for re-appointment.
3. To appoint statutory Auditors of the Company and to fix their Remuneration. M/s. Vikram Kumar & Co., Chartered Accountants, Patna, retire at the Annual General Meeting and being eligible offer themselves for re-appointment.

By Order of the Board
For ASHIANA AGRO INDUSTRIES LIMITED

Place : New Delhi

Date : 8/7/2002

Sd/-
(PREM PRAKASH
GUPTA)
Managing 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. PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED WITH THE COMPANY AT ITS REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR THE MEETING.
2. The Register of Members and Share Transfer books of the Company shall remain closed from 24th September to 25th September, 2002 (both days inclusive).
3. Members seeking further information about the Accounts are requested to write to the Registered Office of the Company at least one week before the date of the meeting so that it may be convenient to get the information ready at the meeting.
4. Members are requested to bring their copy of Annual Accounts at the meeting. Extra copies will not be provided at the meeting.
5. The Shareholders are requested to notify to the Company any change in the address quoting their folio number to the Registered Office of the Company.
6. The Shares of your Company can be traded in D-mat form only in Mumbai Stock Exchange. The Company has made arrangement with NSDL and CDSL for this purpose. The ISIN number allotted to the Company is INE 709D01012.

By Order of the Board
For ASHIANA AGRO INDUSTRIES LIMITED

Place : New Delhi

Date : 8/7/2002

Sd/-
(PREM PRAKASH
GUPTA)
Managing Director

ASHIANA AGRO INDUSTRIES LIMITED**DIRECTORS REPORT**

To the members

Your Directors take pleasure in presenting their Twelfth Annual Report and audited Accounts of the Company for the year ended 31st March, 2002.

FINANCIAL HIGHLIGHTS

The summarised financial results for the year ended 31st March, 2002 are as follows :-

| | (Rupees in Lacs) | |
|--|------------------|------------|
| | 2001-2002 | 2000-2001 |
| Total Income | 16.14 | 14.69 |
| Profit(+)/Loss(-) before interest & Depreciation | (+) 6.45 | (+) 2.79 |
| Interest | 0.81 | 0.56 |
| Depreciation | 4.43 | 4.41 |
| Profit (+)/Loss(-) for the year | (+) 1.21 | (-) 2.18 |
| Balance Loss(-) brought forward from previous year | (-) 307.13 | (-) 304.96 |
| Balance carried to Balance Sheet (Loss) | (-) 305.92 | (-) 307.14 |

The relevant notes on the Accounts of the Company referred to in the Auditor's Report are self explanatory.

DIVIDEND

Keeping in view the negligible profit earned by the company, the directors are unable to recommend Payment of any Dividend for the year under review.

REVIEW OF OPERATIONS

As you are aware the factory unit of your company has been lying closed for the last over five years. The efforts of your management to revive the Unit has not been successful so far. The accumulated losses at the end of the financial year stands at Rs. 305.92 lacs. Your management is in the process of identifying alternate business ventures so that operations of the company is carried forward for the benefit of shareholders.

DIRECTORS

Smt. Veena Gupta retires by rotation and is eligible for re-election.

FIXED DEPOSITS

Your company has not accepted or invited any fixed deposits during the period under review.

AUDITORS

M/s. Vikram Kumar & Co., Chartered Accountants, Patna retire at the ensuing Annual General Meeting and being eligible offer themselves for re-appointment.

PARTICULARS OF EMPLOYEES

There are no employees whose particulars are to be furnished pursuant to section 217 (2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules 1975.

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

There are no particulars which are required to be furnished pursuant to Section 217 (1) (e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 as the production activities of the Company remained suspended since April 1997. The Company has neither earned nor utilised any foreign exchange during the year under review.

LISTING

Your company's Equity Shares are listed at the Stock Exchanges at Mumbai, Jaipur, Delhi and Patna (Magadh). Provisions of the Listing Agreement are complied with from time to time.

D-MATERIALISATION OF SHARES

Shares of your company can be traded in Mumbai Stock Exchange only in D-Mat form. The Company has entered into arrangement with Central Depository Services (India) Ltd. (CDSL) and National Securities Depository Ltd. (NSDL) for this purpose. The ISIN Code allotted to the Company is INE 709D01012.

DIRECTORS' RESPONSIBILITY STATEMENT

Directors' Responsibility Statement Pursuant to Section 217 (2AA) of the Companies' Act, 1956, is given in Annex-1 and forms an integral part of the Report.

For and on behalf of the Board

Sd/-
VEENA GUPTA
Director

Sd/-
PREM PRAKASH GUPTA
Managing Director

Place : New Delhi
Date : 08/07/2002

ASHIANA AGRO INDUSTRIES LIMITED

ANNEXURE "I" **DIRECTORS' RESPONSIBILITY STATEMENT**

(In pursuance to Sec. 217 (2AA)
of the Companies Act, 1956)

- (i) That in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures.
- (ii) That the directors have selected such accounting policies and applied them consistently and made judgements 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 and of profit or loss of the company for the year.
- (iii) That the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
- (iv) That the directors have prepared the annual accounts on a going concern basis.

For and on behalf of the Board

Sd/-
VEENA GUPTA
Director

Sd/-
PREM PRAKASH GUPTA
Managing Director

Place : New Delhi
Date : 08/07/2002

ASHIANA AGRO INDUSTRIES LIMITED**AUDITORS' REPORT**

To,

The Members

ASHIANA AGRO INDUSTRIES LIMITED

We have audited the attached Balance Sheet of **ASHIANA AGRO INDUSTRIES LIMITED**, as at 31st March 2002 and also the Profit and Loss Account 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.

We conducted our audit in accordance with 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 misstatement. 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 management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

As required by the Manufacturing and Other Companies (Auditor's Report) Order, 1988 issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said order.

Further to our comments in the Annexure referred to above, we report that:

- (a) 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;
- b) In our opinion, proper books of account as required by law have been kept by the company as far as appears from our examination of those books.
- (c) The Balance Sheet and Profit and Loss Account dealt with by this report are in agreement with the books of account.

(d) In our opinion, the Balance Sheet and Profit and Loss Account dealt with by this report comply with the accounting standards referred to in sub-Section (3C) of Section 211 of the Companies Act, 1956.

(e) On the basis of written representations received from the directors, as on 31st March, 2002, and taken on record by the Board of Directors, we report that none of the directors are disqualified as on 31st March 2002 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

(f) In our opinion and to the best of our information and according to the explanations given to us, the annexed accounts read with the notes in Schedule - "N" 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, 2002; and

(b) In case of Profit and Loss Account of the profit for the year ended on that date.

For VIKRAM KUMAR & CO.
Chartered Accountants

Sd/-
(VIKRAM KUMAR)
Proprietor

Place : Camp, New Delhi
Dated : 8th July, 2002