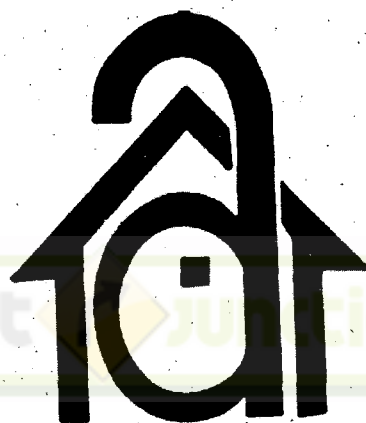


19th Annual Report 2008-2009



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for Ashiana Agro Industries Ltd.
[Signature]
Company Secretary

ASHIANA AGRO INDUSTRIES LTD.



ASHIANA AGRO INDUSTRIES LTD.

BOARD OF DIRECTORS

Shri Radesh Rangarajan

Shri Pavan Kumar Reddy

Shri Nirmal Kumar Dash

COMPANY SECRETARY

Shri E.D.M Menon

REGISTERED OFFICE

F-143, RIICO Industrial Area
Bhiwadi-301019, Distt. Alwar
RAJASTHAN

CORPORATE OFFICE

Old No. 5, New No. 9, II Floor, Chinniah Street
T. Nagar, Chennai - 600 017
Phone No.: 044 - 4350 2623
Fax No.: 044 - 4260 6623

AUDITORS

M/s Vikram Kumar & Co.
Chartered Accountants
Jagdish Bhawan, 1st Floor
Exhibition Road, Patna-800001

REGISTRAR & SHARE TRANSFER AGENTS

M/s Link Intime India Pvt. Ltd.
A-40, 2nd Floor, Naraina Industrial Area
Phase - II, Near Batra Banquet Hall
New Delhi - 110 028
Phone No.: 011 - 4141 0592, 93 & 94
Telefax : 011 - 4141 0591



NOTICE

Notice is hereby given that the Nineteenth Annual General Meeting of the Members of the Company will be held on Friday, the 25th September 2009 at 11:00 AM at RIICO Rest House, Hill Top, 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, 2009 and the Profit & Loss Account for the year ended on that date together with Reports of Auditors and Directors thereon.
2. To appoint statutory Auditors of the Company and to fix their remuneration. M/s Vikram Kumar & Co. Chartered Accountants, Patna retires at the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment.

SPECIAL BUSINESS

3. To Consider and if thought fit to pass, with or without modifications(s), the following Resolution as Ordinary Resolution:

"RESOLVED THAT Shri Radesh Rangarajan, a Director who was appointed as an Additional Director as per provisions of Section 260 of the Companies, Act, 1956 and Article 77 of the Articles of Association by the Board of Directors in their meeting held on 24/12/2008 and who holds office up to the date of the ensuing Annual General Meeting and in respect of whom notice under Section 257 of the Companies, Act, 1956 have been received from Member Signifying their intention to propose Shri Radesh Rangarajan as a candidate for the office of Director, be and is hereby appointed as a Director of the Company liable to retire by rotation".

4. To Consider and if thought fit to pass, with or without modifications(s), the following Resolution as Ordinary Resolution:

"RESOLVED THAT Shri Pavan Kumar Reddy, a Director who was appointed as an Additional Director as per provisions of Section 260 of the Companies, Act, 1956 and Article 77 of the Articles of Association by the Board of Directors in their meeting held on 24/12/2008 and who holds office up to the date of the ensuing Annual General Meeting and in respect of whom notice under Section 257 of the Companies, Act, 1956 have been received from Member Signifying their intention to propose Shri Pavan Kumar Reddy as a candidate for the office of Director, be and is hereby appointed as a Director of the Company liable to retire by rotation".

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

"RESOLVED THAT Shri Nirmal Kumar Dash, a Director who was appointed as an Additional Director as per provisions of Section 260 of the Companies, Act, 1956 and Article 77 of the Articles of Association by the Board of Directors in their meeting held on 24/12/2008 and who holds office up to the date of the ensuing Annual General Meeting and in respect of whom notice under Section 257 of the Companies, Act, 1956 have been received from Member Signifying their intention to propose Shri Nirmal Kumar Dash as a candidate for the office of Director, be and is hereby appointed as a Director of the Company liable to retire by rotation".

6. To Consider and if thought fit to pass, with or without modifications(s), the following Resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of section 17 of the Companies Act, 1956 and subject to the confirmation of the Company Law Board, Northern Region Bench (NRB), the Registered Office of the Company be shifted from the State of Rajasthan to the State of Tamil Nadu.



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RESOLVED FURTHER THAT subject to the confirmation of the Company Law Board, the Situation of registered Office clause of the Memorandum of Association of the Company be altered by incorporating the words Tamil Nadu in place of the state of Rajasthan Clause – II of the Memorandum of Association.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to file Petition before the Company Law Board and to appoint Authorised Representative to appear for and represent the company before the Board and to do all such Acts and things as may be deemed necessary in the matter."

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

"RESOLVED THAT subject to the provisions of the Companies Act, 1956, including any statutory modifications or re-enactment thereof, the Securities and Exchange Board of India (Delisting of Securities) Guidelines, 2009 the Securities Contract (Regulations) Act, 1956 and the rules framed thereunder in the listing agreement with the Stock Exchanges and other applicable laws, rules & regulations and guidelines and subject to such other approvals, permissions, sanctions etc. as may be necessary and subject to such conditions as may be prescribed by any authority while granting such approvals, permissions, sanctions etc. which may be agreed to by the Board of Directors (hereinafter referred to as "the Board" which expression shall be deemed to include any committee of the Board for the time being, exercising the powers conferred by the Board), the consent of the Company be and is hereby accorded to the Board to voluntarily delist the equity shares of the Company from The Magadh Stock Exchange Limited, Patna, where the equity shares of the Company are presently listed.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts, deeds and things as it may in its absolute discretion deem necessary, desirable and appropriate to give effect to the above resolution."

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

"RESOLVED THAT subject to the provisions of the Companies Act, 1956, including any statutory modifications or re-enactment thereof, the Securities and Exchange Board of India (Delisting of Securities) Guidelines, 2009 the Securities Contract (Regulations) Act, 1956 and the rules framed thereunder, listing agreement with the Stock Exchanges and other applicable laws, rules & regulations and guidelines and subject to such other approvals, permissions, sanctions etc. as may be necessary and subject to such conditions as may be prescribed by any authority while granting such approvals, permissions, sanctions etc. which may be agreed to by the Board of Directors (hereinafter referred to as "the Board" which expression shall be deemed to include any committee of the Board for the time being, exercising the powers conferred by the Board), the consent of the Company be and is hereby accorded to the Board to voluntarily delist the equity shares of the Company from The Jaipur Stock Exchange Limited, Jaipur, where the equity shares of the Company are presently listed.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts, deeds and things as it may in its absolute discretion deem necessary, desirable and appropriate to give effect to the above resolution."

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

"RESOLVED THAT subject to the provisions of the Companies Act, 1956, including any statutory modifications or re-enactment thereof, the Securities and Exchange Board of India (Delisting of Securities) Guidelines, 2009 the Securities Contract (Regulations) Act, 1956 and the rules framed thereunder, listing agreement with the Stock Exchanges and other applicable laws, rules & regulations and guidelines and subject to such other approvals, permissions, sanctions etc. as may be necessary and subject to such conditions as may be prescribed by any authority while granting such approvals, permissions, sanctions etc. which may be agreed to by the Board of Directors (hereinafter referred to as "the Board" which expression shall be deemed to include any committee of the Board for the time being, exercising the powers conferred by the Board), the consent of the Company be and is hereby accorded to the Board to voluntarily delist the equity shares of the Company from The Delhi Stock Exchange Limited, New Delhi, where the equity shares of the Company are presently listed.



ASHIANA AGRO INDUSTRIES LTD.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts, deeds and things as it may in its absolute discretion deem necessary, desirable and appropriate to give effect to the above resolution."

By order of the Board of Directors

Sd/-
(E.D.M. Menon)
Company Secretary

Place: New Delhi
Date: 4th July, 2009

NOTES

1. Explanatory Statement pursuant to Section 173(2) of the Companies Act 1956, in respect of Special Business is annexed hereto and forms an integral part of the notice.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF. PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED BY THE COMPANY AT ITS REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE MEETING.
3. The Register of Members and Share Transfer Register shall remain closed for a day, i.e., on 23rd September, 2009.
4. The Shareholders are requested to communicate to the Registrar & Share Transfer Agent change in address, if any, at the address given in the Annual Report.
5. Members are requested to preferably send their queries to the Registered Office seven days before the date of AGM.
6. Shareholders are requested to bring their copy of annual Report to the meeting.
7. Members/Proxies should fill in attendance slip for attending the meeting.
8. 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.
9. Members who hold shares in dematerialised form are requested to write their client ID and DP ID numbers and those who hold shares in physical form are requested to write their Folio number in the attendance slip for attending the meeting.
10. EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956.

ITEM No. 3

Shri Radesh Rangarajan is holding PG Diploma in Mangement from India's top most Management Institute viz, IIM, Ahmedabad. He has around 18 years experience in Senior Management positions in various Companies. Needless to mention that your Company will immensely benefit from his rich and varied experience.

The Board recommends passing the Resolution.

None of the Directors of the Company are interested in the Resolution either directly or indirectly.

ITEM No. 4

Mr. Pavan Kumar Reddy is a qualified engineer (B.E. Mechanical Engineering) with a specialization in the



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field of automotive engineering, automotive modeling and simulation techniques.

He is also a very practical, and is a quick learner of emerging trends, even besides his field of specialization. He can contribute in increase in better quality of agricultural produce and increase in production by introducing modern technology.

The Board recommends passing the Resolution.

None of the Directors of the Company are interested in the Resolution either directly or indirectly.

ITEM No. 5

Mr. Nirmal Kumar Dash is a finance professional with over 14 years of qualitative experience in the areas of finance & accounts, taxation & auditing, MIS, and system implementation. He has handled during his career a wide spectrum of activities encompassing finalization of accounts, and handling direct taxes local and indirect tax matters etc. He possess extensive experience in reviewing internal systems/ procedures and extending remedial measures/ suggestions for improvements. He is a keen analyst with exceptional negotiation and relationship management skills and abilities in liaising with Banks. He has done his Masters in business administration with a specialization in finance from Annamalai university.

The Board recommends passing the Resolution.

None of the Directors of the Company are interested in the Resolution either directly or indirectly.

ITEM NO.6

The registered office of the Company is situated in the state of Rajasthan at Bhiwadi in the Alwar district. The Company is not carrying on any business activities in Bhiwadi, Distt. Alwar, Rajasthan. The Board of Directors of the Company has Three Directors and all of them are from Chennai. The Board of Directors of the Company will be able to concentrate more in the business activities of the Company if its Regd. office is shifted to Chennai, which will be in the interest of the management and shareholders. The Board of Directors of the Company has, therefore, decided to shift the Registered Office of the Company from the state of Rajasthan to the state of Tamil Nadu at Chennai, subject to approval of members.

The Shifting of the Registered Office will be helpful for the Company to do some business to protect the interest of the stakeholders. The activity of the Company will be best in the interest of the management and Stakeholders.

Such shifting will be effective by alteration of situation Clause II of the Memorandum. The alteration requires approval of the Company Law Board, Northern region Bench (NRB), New Delhi.

Hence the same is being placed before you for kind approval and the same will be helpful in seeking the approval of the NRB.

None of the Directors of the Company are concerned or interested in the said resolution.

The Board recommends passing the Resolution.

ITEM NOS. 7 to 9

Members are aware that the shares of the Company are at present listed on the Bombay Stock Exchange Limited, Mumbai, Delhi Stock Exchange Limited, Delhi Jaipur Stock Exchange, Jaipur and Magadh Stock Exchange Limited, Patna.

Since the shares of your Company are not being traded on the above Exchanges, and that no particular benefit is available to the shareholders of the Company by continuing to have the shares of the Company listed on the above Exchanges, it is hereby proposed to de-list the shares of the Company from the Delhi Stock Exchange Limited, Delhi, Jaipur Stock Exchange, Jaipur and Magadh Stock Exchange Limited, Patna. It is clarified that the shares of the Company shall continue to be listed on the Bombay Stock Exchange, Mumbai which have nation wide trading terminals.



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The Directors recommend passing of Resolutions at item No. 7 to 9 as Special Resolutions.

None of the Directors of the Company are concerned or interested in the said resolution.

The Board recommend passing the Resolution.

11. All documents referred to in accompanying notice and explanatory statement are open for inspection at the Regd. Office of the Company on all working days between 11.00 AM and 2.00 PM up to the date of the Annual General meeting.

By order of the Board of Directors

Sd/-
(E.D.M. Menon)
Company Secretary

Place: New Delhi
Date: 4th July, 2009

BRIEF PROFILE OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE 19TH ANNUAL GENERAL MEETING AS REQUIRED IN TERMS OF CLAUSE 49 OF THE LISTING AGREEMENT.

At the ensuing AGM, notices have been received under section 257 of the Companies Act, 1956 proposing the candidatures of following Directors. Brief profiles of these directors under Corporate Governance code are as under:-

1. Shri Radesh Rangarajan

Radesh Rangarajan holds an MBA from IIM Ahmedabad, (PGP-1988-90) and is a first generation entrepreneur. He has a Bachelor degree in physics from Loyola College, Chennai.

His work experience started with the Eicher Group and Blowplast, where he did the hardcore grind of dealer management and sales across 4 states for consumer and industrial products.

Radesh started off in business with a DSA ship for GE-Countrywide and added ANZ grindlays bank products to his portfolio. The product range included car finance, credit cards and other retail financial products. His firm was rated the top performer in South India and one of the best in the country in the field in the years 1996-1997 at GE Countrywide.

Radesh successfully set up a website dealwala.com in 2000, for a top industrial group, leading a crack team of graduates from IIMA and XLRI. It was one of the very few websites to register sales revenues from scratch. With dotcoms floundering for capital, dealwala.com managed to morph into a non-voice BPO, that now has over 700 employees. Radesh put together the CXO level team before moving on.

In 2002, Radesh and Govind founded Mindspace HR consulting Services, later to become a PVT Ltd Company. This pioneering venture was focussed on 'soft skill' training for non-metro graduates to increase their employability. The company charted out the road map for IT companies and others, to source and develop talent, before there was a crunch. With five centres across the country, Mindspace went on to do contact programs for over 15, 000 students within 3 years. Over time, Mindspace shifted focus to placement, where it



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worked with clients such as the ITC group, Xansa and Wipro. Radesh continues on the board of directors of Mindspace, even as the company has diversified beyond HR to finance.

Since 2007, Radesh has been active in the Investment advisory sphere. He and his partners have been involved in successful private equity deals, CXO level appointments and strategic alliances for a string of SMES (between Rs. 20-100 crores). Investments and mentoring in SMES are his areas of business interest.

Radesh is an Executive Committee member in the IIM Ahmedabad Alumni Association, Chennai. He has delivered lectures or addresses at IIT Chennai, ICFAI, NIT - Surathkal and Manipal Institutes of Technology and Management, besides many other colleges, on various topics.

2. Shri Pavan Kumar Reddy

Mr. Pavan Kumar Reddy is a qualified engineer (B.E. Mechanical Engineering) with a specialization in the field of automotive engineering, automotive modeling and simulation techniques. He understands modern vehicle design and can contribute to improve operational efficiency of vehicles.

He is also a very practical, and is a quick learner of emerging trends, even besides his field of specialization. Mr. Pavan hails from an agricultural background. He can contribute in increase in better quality of agricultural produce and increase in production by introducing modern technology.

2. Shri Nirmal Kumar Dash

Mr. Nirmal Kumar Dash is a finance professional with over 14 years of qualitative experience in the areas of finance & accounts, taxation & auditing, MIS, and system implementation. He has handled during his career a wide spectrum of activities encompassing finalization of accounts, and handling direct taxes local and indirect tax matters etc. He possess extensive experience in reviewing internal systems/ procedures and extending remedial measures/ suggestions for improvements. He is a keen analyst with exceptional negotiation and relationship management skills and abilities in liaising with Banks. He has done his Masters in business administration with a specialization in finance from Annamalai university.

During his career he has worked with Technical Stamping Automotive Limited, a unit of TATA group and a major ancillary company of Hyundai Motor India Limited, in various finance functions. He is currently handling the finances of a South India based logistics company.



ASHIANA AGRO INDUSTRIES LTD.

DIRECTORS' REPORT

To the Members

Your Directors take pleasure in presenting their Eighteenth Annual Report and Audited Accounts of the Company for the year ended 31st March 2009.

FINANCIAL HIGHLIGHTS

The summarized financial results for the year ended 31st March 2009 are as follows:-

| | (Rupees in Lacs) 2008-2009 | (Rupees in Lacs) 2007-2008 |
|---|-------------------------------|-------------------------------|
| Total Income | 22.23 | 32.35 |
| Profit(+)Loss(-)before Interest & Depreciation | 8.26 | (+)2.80 |
| Interest: | 0.10 | 0.86 |
| Depreciation: | 0.10 | 0.10 |
| Profit (+)Loss(-) for the year | (-) 0.20 | (-)0.96 |
| Less : Fringe Benefit Tax: | 8.06 | 1.84 |
| Profit (Loss) after Tax | -0.01 | 0.02 |
| Balance Loss(-) brought Forward from previous year | 8.05 | 1.82 |
| | (-)261.94 | (-)263.76 |
| Balance carried to Balance Sheet (Loss) | (-)253.89 | (261.94) |

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

DIVIDEND

Keeping in view the accumulated losses, the directors are unable to recommend payment of any dividend for the year under review.

OPERATIONS

Commercial operations of the Company remained suspended during the year under review.

TAKEOVER

Your Company has been taken over M/s Serengeti Holdings Pvt. Ltd., 16/3, Vidyodaya First Cross Street, T. Nagar, Chennai - 600 017, a Chennai based Company by acquisition of 10,68,780 Equity Shares from the Promoters and 1,06,900 Equity Shares from Public through open offer aggregating to 1175680 Equity Shares.

DIRECTORS

Consequent upon the takeover, M/s Serengeti Holdings Pvt. Ltd., the acquirers have nominated Shri Radesh Rangarajan and Shri Pavan Kumar Reddy as additional Directors w.e.f. 24/12/08, who hold office upto the date of the forthcoming Annual General Meeting. One Independent Director Shri Nirmal Kumar Dash has also been appointed w.e.f. 24/12/08.