

21st
Annual Report
2010-2011



ASHIANA AGRO INDUSTRIES LTD.





BOARD OF DIRECTORS

Shri Pavan Kumar Reddy, Whole Time Director
Shri Radesh Rangarajan, Director
Shri Nirmal Kumar Dash, Director
Shri Venkatakrishnan Shankar, Director

COMPANY SECRETARY

Shri E.D.M. Menon

REGISTERED OFFICE

No.792/5, Eswari Hotel Complex, Bangalore High Road, Sunguvarchatram,
Sriperumbudur Taluk, Kancheepuram District, Pincode - 602106, Tamil Nadu
Phone : 044-43502623, 28344820
Fax : 044-42606623
Website: www.aail.in

CORPORATE OFFICE

Old No. 5. New No. 9, II Floor, Chinnaiah 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 – 800 001

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 Twenty First Annual General Meeting of the Members of the Company will be held on Friday, the 23rd September 2011 at 10 a.m. at 792/5, Eswari Hotel Complex, Bangalore High Road, Sunguvarchatram, Sriperumbudur Taluk, Kancheepuram District, Pincode – 602106, Tamil Nadu to transact the following business:-

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet of the company as at 31st march, 2011 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.
3. To appoint a Director in place of Shri Nirmal Kumar Dash who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS

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

“RESOLVED THAT Shri Venkatakrishnan Shankar, 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 16/12/2010 and who holds office up to the date of the ensuing Annual General Meeting and in respect of whom a notice under Section 257 of the Companies, Act, 1956 have been received from a Member signifying his intention to propose Shri Venkatakrishnan Shankar as a candidate for the office of Director, be and is hereby appointed as a Director of the Company liable to retire by rotation”.

By order of the Board of Directors

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

Place: Chennai
Date: 11/7/2011



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 21st September, 2011.
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.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956.

ITEM No. 4

Mr. Venkatakrishnan Shankar is an information systems professional having over 7 years of experience in the field of information systems and MIS and IT infrastructure design, implementation and maintenance. Mr. Shankar has completed his M.Sc in Information Systems Engineering from Cardiff University, UK, and also holds Microsoft & Cisco certifications pertaining to IT infrastructure. Needless to mention that your company will immensely benefit from his rich knowledge and experience.

The Board recommends passing the Resolution.

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

By order of the Board of Directors

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

Place: Chennai
Date: 11/7/2011



BRIEF PROFILE OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE 21ST ANNUAL GENERAL MEETING AS REQUIRED IN TERMS OF CLAUSE 49 OF THE LISTING AGREEMENT.

At the ensuing AGM Shri Nirmal Kumar Dash retires by rotation and is eligible for re-election. Approval of shareholders is also sought for the appointment of Shri Venkatakrishnan Shankar as Director. Brief profiles of these directors under Corporate Governance code are as under:-

1. 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.

With the help of his financial expertise we believe he will be of help to the company.

2. Shri Venkatakrishnan Shankar

Mr. Venkatakrishnan Shankar is an information systems professional having over 7 years experience in the field of information systems and MIS and IT infrastructure design, implementation and maintenance. He has managed to help organisations realise the importance of an effective and efficient information system, and has helped in conversion of many paper / manual record based information system to semi / completely automated processes with the help of digital devices. He has been instrumental in providing cost effective IT solutions and is a avid supporter of open source IT initiatives like Ubuntu linux, Endian etc. He also has helped organisations to go with leaner infrastructure requirements using open source, virtualisation and using cloud based services thereby supporting the upcoming Software as a service (SAAS). He also is a certified information systems auditor (CISA) and emphasises on best practices in managing information systems and security such as Business continuity planning (BCP) and Disaster Recovery (DR). Mr. Venkatakrishnan Shankar has completed his M.Sc in Information Systems Engineering from Cardiff University, UK, and also holds Microsoft & Cisco certifications pertaining to IT infrastructure.

**DIRECTOR'S REPORT**

To the Members

Your Directors take pleasure in presenting their Twentyfirst Annual Report and Audited Accounts of the Company for the year ended 31st March 2011.

FINANCIAL HIGHLIGHTS

The summarized financial results for the year ended 31st March 2011 are as follows:-

	(Rupees in Lacs) 2010-2011		(Rupees in Lacs) 2009-2010	
Total Income		22.91		23.46
Profit(+) Loss(-) before Interest & Depreciation		(+) 10.24		(+) 15.39
Interest:	0.10		0.08	
Depreciation:	0.11	(-) 0.21	0.10	(-)0.18
Profit (+) Loss(-) for the year		10.03		15.21
Less: Fringe Benefit Tax:		-		0.06
Profit (Loss) after Tax		10.03		15.15
Balance Loss(-) brought forward from previous year		(-) 238.74		(-)253.89
Balance carried to Balance Sheet (Loss)		228.71		(238.74)

The relevant notes on the Account of the Company referred to in the Auditor's Report are self-explanatory. The Company is in the process of identifying New Business Ventures in which it can involve. Towards this end, your Board has appointed Shri Pavan Kumar Reddy, a dynamic young individual as whole time director w.e.f. 1/7/2010. He is making enormous efforts and the Board is optimistic about the future of the Company.

DIVIDEND

Keeping in view the accumulated losses and the negligible profits, 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. After take over by new management as mentioned above, the company is exploring new avenues of growth.



DIRECTORS

The Board has appointed Shri Venkatakrisnan Shankar as Additional Director on 16/12/2010 who holds office upto this Annual General Meeting. A Notice U/s 257 of the Companies Act 1956, has been received proposing the re-appointment of Shri Venkatakrisnan Shankar as Director. He is eligible for re-election.

Shri Nirmal Kumar Dash retires by rotation and is also 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 ensuring 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 (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 utilized any foreign exchange during the year under review.

LISTING OF SHARES

At present the shares of the Company are listed with Bombay Stock Exchange Ltd., Mumbai, Jaipur Stock Exchange Ltd., Jaipur, Magadh Stock Exchange Assn. Ltd., Patna and Delhi Stock Exchange Ltd., New Delhi. We have been informed that Magadh Stock Exchange has been derecognised by SEBI. Stock Exchange Regulations are complied with from time to time.

REGISTRAR & SHARE TRANSFER AGENT

M/s Link Intime India Pvt. Ltd., A-40, 2nd Floor, Naraina Industrial Area, Phase-II, Near Batra Banquet Hall, New Delhi – 110028 continue to be Company's Registrar & Share Transfer Agents. All the Members are requested to contact them for any kind of share related matters.

IMPLEMENTATION OF THE CORPORATE GOVERNANCE

As per Clause 49 of the Listing Agreement, Company has constituted the following committees:-