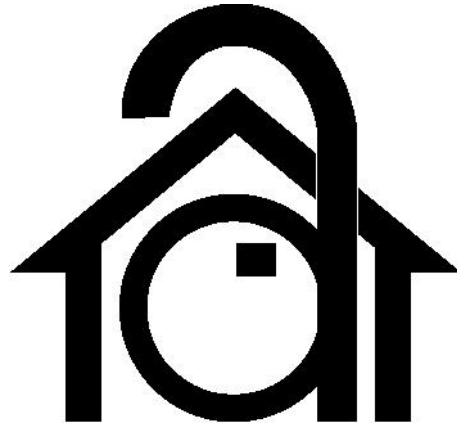


25th
Annual Report
2014-2015



ASHIANA AGRO INDUSTRIES LIMITED



**ANNEXURE A TO THE DIRECTORS' REPORT
FORM AOC-1**

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

**ANNEXURE B TO THE DIRECTORS' REPORT
ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR)**

**ANNEXURE C TO THE DIRECTORS' REPORT
FORM No. MR-3
SECRETARIAL AUDIT REPORT**

**ANNEXURE D TO THE DIRECTORS' REPORT
Form No. MGT-9
EXTRACT OF ANNUAL RETURN**

ANNEXURE E TO THE DIRECTORS' REPORT
[Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014]



BOARD OF DIRECTORS

Shri Pavan Kumar Matli, Whole Time Director
Shri Radesh Rangarajan, Director
Shri Nirmal Kumar Dash, Director
Shri Venkatakrishnan Shankar, Director
Dr.Vemareddy Srutha Keerthi, Director

COMPANY SECRETARY

Shri E.D.M.Menon

REGISTERED OFFICE

No.792/5, Eswari Hotel Complex, Bangalore High Road, Sunguvarchatram,
Sriperumbudur Taluk, Kancheepuram Distt., Pincode -602 106, Tamil Nadu
Phones: 044-43502623, 28344820 Fax:044042606623
Website: www.aail.in

CORPORATE OFFICE

Old No.5, New No.9, 2nd floor, Chinnaiah st.,
T.Nagar, Chennai – 600 017
Phone: 044-43502623, Fax: 044-42606623

AUDITORS

M/s.Prasan & Associates
Chartered Accountants,
No.2, Grand Square, Aravamuthan Gardan Street,
Egmore, Chennai - 600 008

REGISTRAR & SHARE TRANSFER AGENTS

M/s.Link Intime India Pvt.Ltd.
44 Community Centre, 2nd floor, Naraina Industrial Area,
Phase-I Near PVR Naraina, New Delhi 110028
Phone : 011-41410592, 93 & 94, Telefax: 011-41410591



NOTICE

Notice is hereby given that the Twenty Fifth Annual General Meeting of the Members of the Company will be held on Wednesday, the 23rd September, 2015 at 11 AM at the Regd. Office of the company situated at 792/5, Eswari Hotel Complex, Bangalore High Road, Sunguvarchatram, Sriperumbudur Taluk, Kancheepuram Distt., Pincode – 602 106, 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, 2015 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 Shri Radesh Rangarajan, who retires by rotation and being eligible offers himself for re-appointment.
3. To ratify the appointment of Statutory Auditors

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

RESOLVED pursuant to the provisions of Section 139, 141 and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, the appointment of M/s. Prasan Associates, Chartered Accountants, Chennai (Firm Registration No.014103S with the Institute of Chartered Accountants of India) as Statutory Auditors of the Company, who were appointed in the Annual General Meeting held on 25th Sept., 2014 to hold office from the conclusion of the 24th Annual General Meeting until the conclusion of the 27th Annual General Meeting to be held in Sept., 2017, be and is hereby ratified from the conclusion of 25th Annual General Meeting until the conclusion of the 26th Annual General Meeting on the remuneration to be fixed by the Board of Directors.

RESOLVED FURTHER THAT the Board of directors be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient, to give effect to this resolution and the Board may, by a resolution delegate the aforementioned power to Audit committee or Whole Time Director of the company on such conditions as the Board may prescribe".

SPECIAL BUSINESS

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies' Act, 2013 and the rules made there under (including any statutory modifications or enactment thereof) read with Schedule V to the Companies Act, 2013 and pursuant to applicable Article of the Article of Association of the Company, the consent of the Company be and is hereby accorded to the re-appointment of Mr Pavan Kumar Matli as Whole Time Director of the Company for a period of five years commencing from 1.7.2015 on the remuneration, terms and conditions as recommended by the Remuneration Committee and as set out in the explanatory statement annexed to the notice.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter or vary the scope of remuneration of Mr Pavan Kumar Matli, Whole Time Director including the monetary value thereof to the extent recommended by the Remuneration Committee from time to time as may be considered appropriate subject to the overall limits specified by this resolution and the Companies Act, 2013.

RESOLVED FURTHER THAT any one of the Directors or Company Secretary of the Company be and are hereby authorized to do all necessary acts, deeds and things which may be usual, expedient or proper to give effect to the above resolution"

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



“RESOLVED THAT pursuant to the provisions of the Companies Act, 2013 including any statutory modification or re-enactment thereof for the time being in force, Dr.Vemareddy Srutha Keerthi, who was appointed as an Additional Director by the Board of Directors effective from 25.3.2015 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting and in respect of whom, the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, be and is hereby appointed as Director of the Company, liable to retire by rotation”

By Order of the Board
For ASHIANA AGRO INDUSTRIES LTD.
Sd/-
Pavan Kumar Matli
Whole Time Director

Place: Chennai
Date: 5th August, 2015

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY SO APPOINTED NEED NOT BE A MEMBER OF THE COMPANY. THE PROXIES IN ORDER TO BE EFFECTIVE SHOULD BE DULY COMPLETED, STAMPED AND SIGNED AND MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE AFORESAID MEETING.
2. Corporate members intending to send their authorized representatives are requested to send a duly certified copy of the board or governing body resolution authorizing the representatives to attend and vote at the Annual General Meeting.
3. Members/proxies attending the meeting are requested to :
 - Bring their copies of annual report sent to the members, as copies of the annual report shall not be distributed at the Annual General Meeting;
 - Quote their Folio/Client ID and DP ID numbers in all correspondences.
4. The Register of members and share transfer books of the company shall remain closed for a day, i.e., on 16th Sept., 2015.
5. The members are requested to communicate to the Registrars and Share Transfer Agents, viz., M/s.Link Intime India Pvt.Ltd., change in address, if any at the address given in the Annual Report.
6. Members are requested to preferably send their queries to the Regd. Office seven days before the date of AGM.
7. 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.
8. Explanatory statement pursuant to Section 102 of the Companies' Act, 2013 in respect of Special Business From Serial No.4 to 5 is annexed hereto and forms an integral part of the Notice.
9. Electronic copy of the Annual Report 2015 will be sent to the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the Annual Report 2015 are being sent in the permitted mode.
10. Members may also note that the Notice of the 25th Annual General Meeting and the Annual Report 2015 will also be available on the Company's website www.aail.in for download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also sent requests to the Company's investor email id: info@aail.in / ashiana.menon@gmail.com



11. Voting through electronic means

- I. Pursuant to Section 108 of the Companies Act, 2013 and rules of the Companies (Management and Administration) Rule, 2014, the Company is pleased to provide its members the facility to exercise their right to vote at the 25th Annual General Meeting (AGM) by electronic means. The business may be transacted through e-voting services provided by Central Depository Service Limited (CDSL). The company has appointed M/s. CB Mishra & Associates, Practising Company secretaries as scrutinizers for the e-voting process.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 20th Sept. 2015 at 9.30 AM and ends on 22nd Sept., 2015 at 5 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 16th Sept., 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.



- (xi) Click on the EVSN for the relevant Company Name i.e., ASHIANA AGRO INDUSTRIES LTD. on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

**ANNEXURE****EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES' ACT, 2013****ITEM NO.4**

As the shareholders are aware, the appointment of Mr Pavan Kumar Matli as Whole Time Director term of office expired on 30th June, 2015. The Board of Directors have, in their meeting held on 5th Aug., 2015, subject to the approval of shareholders in the forthcoming AGM, re-appointed Mr Pavan Kumar Matli as a Whole Time Director for a further period of five years with effect from 1st July, 2015, on the remuneration, terms and conditions recommended by the remuneration committee as set out herein:

- a) Salary : Rs.55000 per month with annual increment of Rs. 5000
- b) Residential accommodation: Shall be provided free furnished residential accommodation
- c) Perquisites and allowances: In addition to the above salary and residential accommodation, he shall be entitled to the following perquisites and allowances restricted to an amount equal to Annual salary in a financial year:
 - i) Gas, electricity, water, furnishing and other amenities and repairs at his residence
 - ii) Club fees: Actual fees of one Club reimbursed; but no life membership fees
 - iii) Leave Travel concession: For self and family once in a year incurred in accordance with the rules of the Company
 - iv) Facility of one car with driver

The above perquisites and allowances shall be evaluated as per income tax rules, wherever applicable. In the absence of any such rules, these shall be evaluated at actual cost.

- d) Other benefits:
 - i) Contribution to provident fund, pension/superannuation/gratuity fund schemes in accordance with the rules and regulations of the company in force from time to time,
 - ii) One month leave with full salary for every eleven months of service
 - iii) Reimbursement of actual medical expenses incurred in India or abroad for self and family including hospitalization expenses,
 - iv) Medical/Personal accident/Travel insurance; Actual premium to be paid by the company for self and family.
 - v) Telephone: Free telephone facility at residence including mobile phone and other suitable communication facilities.

The above benefits will not be included in the computation of the ceiling on perquisites and allowances.

- e) Minimum Remuneration: Notwithstanding anything to the contrary contained herein, where, in any financial year during the currency of the tenure of Mr Pavan Kumar Matli, Whole Time Director, the company has no profits or its profits are inadequate, the company will pay a sum mentioned at a) above as minimum remuneration.

Mr Pavan Kumar Matli, Whole Time Director, being the appointee and Dr.Vemareddy Srutha Keerthi, being his relative may be deemed to be concerned or interested in the said Resolution. No other director, key managerial personnel or their relatives are concerned or interested in the said Resolution.

This resolution is recommended for the approval of Members by way of Ordinary Resolution.

ITEM NO.5

Dr.Vemareddy Srutha Keerthi was appointed as Additional Director of the Company pursuant to the Companies Act, 2013 to comply with the SEBI directive which states that all listed companies should have a Woman Director on the Board with effect from 1st April, 2015. To comply with the directive, Dr.Vemareddy Srutha Keerthi was appointed with effect from 25th March, 2015 as Additional Director, who holds upto the forthcoming Annual General Meeting. Her term of office will be subject to retirement of directors by rotation. The Company has received a notice in writing from a



member under Section 160 of the Companies Act, 2013, proposing the candidature of Dr.Vemareddy Srutha Keerthi as a Director who is liable to retire by rotation

Dr. Vemareddy Srutha Keerthi being the appointee and Mr Pavan Kumar Matli, Whole Time Director, being related to Dr. Vemareddy Srutha Keerthi, may be deemed to be concerned or interested in the said Resolution. No other director, key managerial personnel or their relatives are concerned or interested in the said Resolution.

This resolution is recommended for the approval of Members by way of Ordinary Resolution.

By Order of the Board
For ASHIANA AGRO INDUSTRIES LTD.
Sd/-
Pavan Kumar Matli
Whole Time Director

Place: Chennai
Date: 5th August, 2015

BRIEF PROFILE OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE 25TH ANNUAL GENERAL MEETING AS REQUIRED IN TERMS OF CLAUSE 49 OF THE LISTING AGREEMENT

At the ensuing AGM Shri Radesh Rangarajan retires by rotation and is eligible for re-election and Shri Pavan Kumar Matli is being re-appointed as Whole Time Director of the Company for a period of five years. Dr.Vamareddy Srutha Keerthi is being appointed as a Director of the Company

Brief profile of these Directors under Corporate Governance code are as under:-

1. Shri Radesh Rangarajan

Shri Radesh Rangarajan holds an MBA from IIM, Ahmedabad (PGP 1988-90) and is a first generation entrepreneur. His Bachelor degree in Physics was from Loyola College, Chennai. His work experience started with Eicher Group and Blowplast where he did the hardcore grind of dealer management and sales across four states for consumer and industrial products. Shri Radesh started off in business with as a DSA for GE Countrywide and added ANZ Grindlays bank products to his portfolio. His firm was rated as the top performer in South India and one of the best in the country in the years 96-97 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 a CXO level team before moving on.

In 2002, Radesh and Govind founded Mindspace HR Consulting services, later to become a pvt.ltd.company. 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 Services. He is an Executive Committee Member in the IIM Ahmedabad Alumini Association, Chennai.

Companies other than Ashiana Agro Industries Ltd. in which Mr Radesh Rangarajan holds Directorship and Committee Membership

Directorship	Mindspace Consulting & Services Pvt.Ltd. Serengeti Holdings Pvt.Ltd. Plutus Investment Advisory Services Pvt.Ltd. Sunstar Hotels & Estates Pvt.Ltd. Glo Lifecare Equipments Pvt.Ltd. Chimbai Yoga House Pvt.Ltd.
Chairman of Board Committees	- Nil
Member of Board Committees	- Nil
Shareholding in Company	- Nil

**2. Mr.Pavan Kumar Matli**

Mr Pavan Kumar Matli is a qualified Engineer (B.E.Mechanical Engineering) with specialization in the field of automotive engineering, automotive modeling and simulation techniques. He understands vehicle design and can contribute to operational efficiency of vehicles. He is very practical and is a quick learner of engineering 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 techniques.

Companies other than Ashiana Agro Industries Ltd. in which Mr Pavan Kumar Matli holds Directorship and Committee Membership

Directorship	Serengeti Holdings Pvt.Ltd. River View Apartments Chennai Pvt.Ltd. Prabhat Publishers Pvt.Ltd. Samhita Enterprises Pvt.Ltd.
Chairman of Board Committees	- Nil
Member of Board Committees	- Nil
Shareholding in Company	- Nil

3. Dr.Vamareddy Srutha Keerthi

Dr.Vamareddy Srutha Keerthi is a Dental Doctor. She was appointed to comply with the SEBI guidelines and Listing agreement which stipulates that all listed Companies should have a Woman Director on its Board effective from 1st April, 2015. She was appointed on 25th March, 2015

Companies other than Ashiana Agro Industries Ltd. in which Dr.Vamareddy Srutha Keerthi holds Directorship and Committee Membership

Directorship	- Nil
Chairman of Board Committees	- Nil
Member of Board Committees	- Nil
Shareholding in Company	- Nil