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ASHOKA REFINERIES LIMITED

**19TH ANNUAL REPORT
2009-2010**

**Regd. Office:
Shyam Complex, Ramsagar Para,
RAIPUR – 492001 (C.G.)**

ASHOKA REFINERIES LIMITED

DIRECTORS REPORT

TO THE MEMBERS:

The Directors present their 19th Annual Report together with the Audited Accounts for the year ended 31st March, 2010.

1. **FINANCIAL RESULTS**

| Rupees in lacs | | |
|------------------------------|------------|------------|
| YEAR ENDED | 31-03-2010 | 31-03-2009 |
| SALES / INCOME | 37.55 | 19.81 |
| PROFIT / (LOSS) BEFORE INTT. | 35.68 | 13.72 |
| INTEREST | ---- | ---- |
| PROVISION FOR DEPRECIATION | ---- | ---- |
| PROVISION FOR TAX | 11.04 | 0.80 |
| NET PROFIT / (LOSS) | 24.64 | 12.92 |

2. **DIVIDEND**

In order to strength the net-worth of the company, your directors do not recommend any dividend for the year ended 31st March 2010.

3. **OPERATIONS**

Due to non-renewal of C & F activities, the revenue has substantially declined. Efforts are being made to improve the position in the current year.

4. **DIRECTORS**

Directors declare that none of the directors is disqualified from being appointed as Director of the Company under clause-g of sub-section-1 of Section 274 of the Companies Act, 1956.

5. **DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to the requirement under Section 217(2AA) of the Companies Act, 1956, with respect to Directors' Responsibility Statement, it is hereby confirmed:-

- I. That in the preparation of the account for the financial year ended on 31st March'2010 the applicable accounting standards have been followed and there were no material departures.



II. That the Directors have selected such accounting policies and applied them consistently and made judgment and estimates that were 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 the profit of the company for the year under review.

III. That the Directors have taken appropriate and sufficient care for the maintenance of adequate accounting records in accordance with the provision of the companies Act, 1956 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

IV. That the Directors have prepared the accounts for the financial year ended 31st March'2010 on a going concern basis.

6. CORPORATE GOVERNANCE

As a listed company on Mumbai & M. P. Stock Exchange, the company has complied in all material respects with the features of corporate governance as specified in the Listing Agreement.

7. AUDITORS

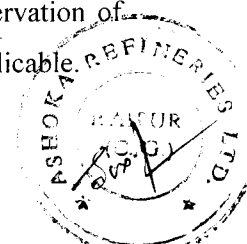
Directors recommended the appointment of M/s Sunil Johri & Associates Chartered Accountants, Raipur who hold office as auditors of the company up to the conclusion of at the ensuing Annual General Meeting are eligible for re-appointment.

8. PERSONNEL

There was no employee who was drawing more than Rs. 24.00 lacs per annum, if employed through out the year, or Rs. 2,00,000/- Per month if employed for the part of the year. The required information under sub-section (2A) of section 217 of the companies Act, 1956 read with companies (Particulars of the Employees) rules 1975 as amended is NIL.

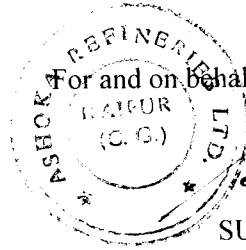
9. CONSERVATION OF ENERGY & TECHNICAL ABSORPTION

Since the company is engaged only in C & F Activity the requirements of section 217 (i) (e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in report of Board of Directors) Rules 1988, regarding conservation of energy technology absorption and foreign exchange and outgo, are not applicable.



10. ACKNOWLEDGEMENT

Your directors wish to place on record their sincere appreciation to the employees of the company and your directors also acknowledge the trust and confidence reposed by you in the company.


For and on behalf of the Board
SUDHIR DIXIT
DIRECTOR

PLACE: RAIPUR

DATED: 22-08-2010

ASHOKA REFINERIES LIMITED

CORPORATE GOVERNANCE REPORT THE YEAR ENDED ON 31ST MARCH' 2010

1. Company Philosophy :-

Ashoka Refineries Ltd. Continues to believe that good Corporate Governance is essential to achieve long-term corporate goals and to enhance stockholders value. Company is a listed company on the Mumbai & M. P. Stock Exchange. The Company has complied with in all material respect with the features of corporate governance as specified in the listing agreement. However, due to accumulated heavy losses, Company could not pay listing fees, but Directors assure that it will be regularized by the end of this year.

2. Board of Directors :-

a. Policy

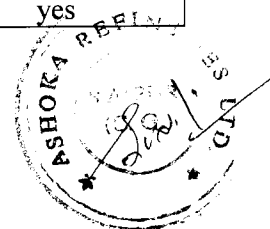
All statutory & other significant and material information are placed before the Board to enable it to discharge its responsibilities of strategic supervision of the company and as trustees of stakeholders, As per policy the Board meets at least once every quarter. During the year the Board met 7 times on 29th Apr'09, 22nd July'09, 28th Aug.'09, 14th Oct'09, 24TH Nov.'09, 20th Jan'10 & 9th Mar'10.

b. Composition and category of Directors

The Executive director is Shri Sudhir Dixit and Shri Shabbir Memon is non Executive Director. There was neither a nominee director nor any institutional or shareholder director during the year.

c. Meeting attendance of each directors at the BOD meeting and last AGM is as under:-

| Name of Directors | No. of Board Meetings Attended | Attendance at Last AGM |
|--------------------|--------------------------------|------------------------|
| Shri Ravi Kamra | 6 | yes |
| Shri Shabbir Memon | 7 | yes |
| Shri Sudhir Dixit | 7 | yes |
| Shri Deepak Tyagi | 7 | yes |



3. **Committees of the Board**

a. Audit Committee

The Audit Committee continued working under Chairmanship of Shri Ravi Karma with Shri Shabbir Memon and Shri Sudhir Dixit as co-members. During the year, the sub-committee met on four occasions with full attendance of all the members.

b. Executive Committee

The Executive Committee continued working under Chairmanship of Shri Shabbir Memon with Shri Ravi Kamra and Shri Sudhir Dixit as co-members, During the year, the sub-committee met on six occasions with full attendance of all the members.

c. Remuneration Committee

The Remuneration Committee formed during the last year continued working under Chairmanship Shri Sudhir Dixit with Shri Shabbir Memon as co-members. During the year, the sub-committee met on two occasions with full attendance of all the members. Remuneration Policy is to pay on reasonable basis. The Director Sudhir Dixit has been paid Rs.48000/- as remuneration.

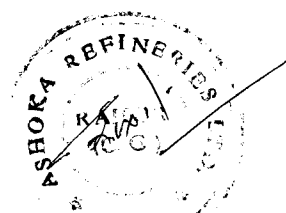
d. Shareholders Committee

The Shareholders Committee continued working under the Chairmanship of Shri Ravi Karma with Shri Sudhir Dixit and Shri Shabbir Memon as co-members. During the year, the sub-committee met on two occasions with full attendance of all the members. Shri Sudhir Dixit is notified before stock exchanges & other Authorities for all the Compliances & to act on behalf of company.

4. **General Body Meeting**

Particulars of last three Annual General Meetings

| AGM | Year ended 31 st March | Venue | Date | Time |
|------------------|--------------------------------------|-----------------------------|------------|----------|
| 16 th | 2007 | At the Registered Office | 28-09-2007 | 11:00AM |
| 17 th | 2008 | | 30-09-2008 | 03:00 PM |
| 18 th | 2009 | | 30-09-2009 | 03:00 PM |



5. **Disclosures**

a. Materially significant related party transactions

There was no transaction of material nature with any of the related party, which is in conflict with the interest of the company except loan taken & refunded during the year from one of the directors, which is interest free and not prejudicial to the interest of the company.

b. Details of non compliance by the company, penalties, and strictures imposed on the company by the Stock Exchange or SEBI or any authority on any matter related to capital markets during last 3 years. However, due to some non-compliance in the earlier years, the trading of the listed securities has remained suspended.

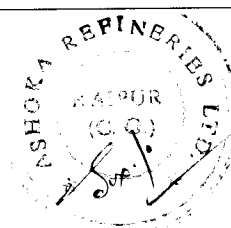
6. **Means of Communication**

| | | |
|-----|---|---------------|
| I | Half-yearly report sent to each shareholder residence | No |
| II | In which newspaper quarterly result were normally published | Not Published |
| III | Any website where result or official news are displayed | No |

No presentation made to institutional investors or to the analysts. Management Discussion & Analysis are not a part of Annual Report.

7. **General Shareholder Information**

| | |
|---|---|
| AGM- Date, Time and venue | 30-09-2010, 03:00 PM at Registered Office |
| Financial Year | 31-03-2010 |
| Book Closure Date | 25 TH Sep'10 to 30 th Sep.'10 |
| Dividend Payment Date | No dividend declared |
| Listing of Equity Shares on Stock Exchange | Mumbai, M. P. Stock Exchange |
| Stock Code | |
| Market price data and other related information | None as the trading remained suspended during the year as explained above |
| Registrar & Transfer Agent. | BEETAL |



MANAGEMENT DISCUSSION AND ANALYSIS

FORWARD- LOOKING STATEMENT

This report contains forward-looking statements based on certain assumptions and expectations of future events. The Company, therefore, cannot guarantee that these assumptions and expectations are accurate or will be realized. The Company's actual results, performance or achievements can thus differ materially from those projected in any such forward-looking statements. The Company assumes no responsibility to publicly amend, modify or revise any forward looking statements, on the basis of any subsequent developments, information or events.

SERVICES

Company is engaged in Cargo handing services. Due to removal of restriction on import, this is excellent field to provide services to the importers.

BUSINESS OVERVIEW

The Turnover during the year 2009-10 is to the tune of Rs.37.55 Lacs. Previous year it was Rs.19.81 Lacs. There is a heavy incline in turnover due to non-renewed C & E control. Company is trying to achieve new heights in the future.

MARKETING

The Company is setting up a good marketing team to enter to increase turnover.

SWOT

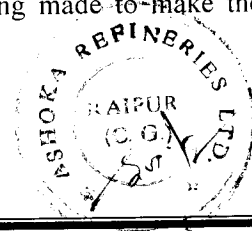
Our strength is our determination, weakness is the low equity base suspension by SSE of, opportunities are multiples and threats are practically none.

The financial highlights are as under:-

| | |
|--|----------|
| Turnover for the year 2009-2010 | 37.55 |
| Provision for taxation | 11.04 |
| Profit after tax | 24.64 |
| Paid-up Equity Share Capital as on 31 st March'2010 | 34019000 |

INTERNAL CONTROL

The Company has an internal control system, commensurate with the size of its operations, adequate records and documents were maintained as required by laws. The Company's audit Committee reviewed the internal control system. All efforts are being made to make the internal control system more effective.



SEGMENT WISE REPORTING

During the year under review, Company has through Cargo Services segment only.

RISK AND CONCERNS

In any business, risks and prospects are inseparable. As a responsible management, the Company's principal endeavor is to maximize returns. The Company continues to take all steps necessary to minimize losses through detailed studies and interaction with experts.

