

ASHRAM ONLINE.COM LIMITED



ANNUAL REPORT 2006-2007

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BOARD OF DIRECTORS

Chairman	:	Shri. S. Pannalal Tatia
Managing Director	:	Shri S.P. Bharat Jain Tatia
Directors	:	Shri E. Subbarayan
	:	Shri. Gopal B. Ahuja
	:	Ms. D. Ruby
Auditor	:	M/s. K. Subramanyam & Co. Chartered Accountants No. 252, Mugappair ERI Scheme Third Main Road, Chennai – 600 037
Registered Office	:	"Prince Tatia Info Park" No. 81 B Second Main Road, Ambattur Industrial Estate Chennai 600 058 Email: tatia@vsnl.com
Banker	:	State Bank of Travancore
	:	Centurion Bank of Punjab Ltd.,
Share Transfer Agents (For Demat Mode)	:	Cameo Corporate Services Ltd., No.1 Club House Road, Subramanian Building, Chennai 600 002
Share Transfer System (For Physical Mode)	:	Inhouse

ASHRAM ONLINE.COM LIMITED

NOTICE FOR THE SIXTEENTH ANNUAL GENERAL MEETING OF THE COMPANY

Notice is hereby given that the Sixteenth Annual General Meeting of the shareholders of the company will be held on Thursday the 27th day of September, 2007 at Somughanala Kudam, Vallanur, Amabatur, Chennai – 600062 , 9.00 A.M to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Profit and Loss Account and Balance Sheet of the company as at 31st March 2007, along with the reports of the Board of Directors as well as the Auditors Report thereon.
2. To elect a Director in place of Mr. E. Subbarayan, Director, who retires by rotation and being eligible offers himself for re-appointment.
3. To elect a Director in place of Ms. D.Ruby, who retires by rotation and being eligible offers herself for re-appointment.
4. To appoint Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General meeting and fix up their remuneration. M/s. K Subramanyam & Co., Chartered Accountants, the retiring Auditors are eligible for re-appointment.

SPECIAL BUSINESS :-

5. To consider and if thought fit, to pass with or without modifications, the following resolution as a Special Resolution:-
“RESOLVED THAT Pursuant to Section 314 and all other applicable provisions, if any, of the Companies Act, 1956, the Company hereby accords its consent and approval by way of Special Resolution to the payment of remuneration not exceeding Rs. 20,000/- per mensem to Mr S. Pannalal Tatia. a Director of the Company including all usual allowances and benefits, amenities and facilities with effect from 01/10/2007”.

6. To consider and if thought fit, to pass with or without modifications, the following resolution as a Special Resolution:-

“RESOLVED That pursuant to Section 269, 309, 310 and all other applicable provisions, if any, of the Companies Act, 1956 read with Schedule XIII attached to the Companies Act, 1956, approval of the Shareholders be and is hereby accorded by way of special resolution for payment of remuneration of Rs. 20,000/- per mensem to Mr S.P Bharat Jain Tatia, Managing Director including all usual allowances and benefits, amenities and facilities with effect from 01/10/2007.

**BY ORDER OF THE BOARD
For ASHRAM ONLINE.COM LIMITED**

Sd/-

**S PANNALAL TATIA
CHAIRMAN**

Registered Office
81-B/ Ambattur Industrial Estate,
Ambattur,
Chennai - 600 058

Dated : June 30, 2007

NOTES:

1. Members entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote for himself/herself and the proxy need not be a member of the Company.
2. Proxy Form, in order to be valid, should be lodged at the Company's registered office at least 48 hours prior to the time of holding the meeting.
3. The Register of Members and the Share Transfer books shall remain closed from 17.09.2007 to 27.09.2007 (both days inclusive).
4. Members are requested to notify immediately any change in the address
 - To the respective Depository Participants (DP's) in respect of their electronic share accounts.
 - To the registered office at No.81 B , 2nd Main Road, Ambattur Industrial Estate, Chennai-600058 in respect of their physical share folios.
5. For the convenience of the shareholders attendance slip is annexed to the proxy form. The members are requested to bring the attendance slips duly filled in along with their copies of the annual reports to the meeting. Members who hold shares in dematerialized form are requested to bring their client ID and DP ID for easy identification of attendance at the meeting.
6. The Securities and Exchange Board of India has notified your company's equity shares for compulsory trading in dematerialized form. Shareholders may avail such facility.
7. The equity shares of the Company are listed on Bombay Stock Exchange Ltd and Madras Stock Exchange Ltd
8. Members having any specific query on the financial statements of the company are requested to mail their queries directly to the company.
9. Shareholders are requested to furnish their e-mail ID's to enable the company forward information in relation to the company.
10. The Company has designated an exclusive email ID called tatia@vsnl.com for redressal of shareholder's complaints / grievances. In case you have any queries / complaints or grievances, then please write to us at our mail ID provided above.

**EXPLANATORY STATEMENT AS PER SECTION 173(2) OF
THE COMPANIES ACT, 1956**

ITEM NO.1

It is brought to the notice of the shareholders that Shri. S Pannalal Tatia has been Director with effect from May 9th, 1991. In view of the onerous responsibilities shouldered by him, it is proposed to pay a remuneration of Rs 20000/- per month with effect from 1st Oct 2007.

Your Directors recommend passing the special resolution.

Shri S. Pannalal Tatia and Shri. S. P. Bharat Jain Tatia be and are hereby deemed to be concerned or interested in passing the special resolution.

ITEM NO.2

It is brought to the notice of the Shareholders that Shri S.P. Bharat Jain Tatia was appointed as Managing Director of the Company on July 2, 2003. In view of the increased responsibilities shouldered by him, it is proposed to pay a remuneration of Rs.20000/- per month to him with effect from 1st Oct 2007.

Your Directors recommend passing the special resolution.

Shri S. Pannalal Tatia and Shri. S.P. Bharat Jain Tatia be and are hereby deemed to be concerned or interested in passing the special resolution.

**BY THE ORDER OF THE BOARD
FOR ASHRAM ONLINE.COM LIMITED**

**PLACE : CHENNAI
DATE : 30.06.2007**

**SD/-
S PANNALAL TATIA
CHAIRMAN**

REPORT OF THE BOARD OF DIRECTORS TO THE MEMBERS OF ASHRAM ONLINE.COM LIMITED FOR THE YEAR ENDED 31ST MARCH 2007

ESTEEMED SHARE HOLDERS,

Your Directors have great pleasure in presenting the 16th Annual Report together with the Audited Statement of Accounts of the Company for the year ended 31st March, 2007.

FINANCIAL HIGHLIGHTS

During the year, the Company has earned a Net Profit of Rs.4.67 lakhs from its business activities as compared to last year's net profit of Rs. 2.38 lakhs.

FINANCIAL PERFORMANCE	31.03.2007 (Rs. in Lacs)	31.03.2006 (Rs. in Lacs)
Income from operation	541.80	7.01
Total Expenditure	536.53	3.78
Interest	0.03	0.01
Depreciation	0.44	0.55
Profit / - Loss before Taxation	4.80	2.66
Provision for Taxation	0.42	0.22
Profit After Taxation	4.38	2.44
Deferred Tax adjustments	0.29	(0.06)
Net Profit / Loss	4.67	2.38
Reserves	45.51	40.84

DIVIDEND

In order to conserve reserves for redeployment, your directors do not recommend any dividend on the Equity Shares capital of the company..

LISTING

The equity shares of the company are listed at Bombay Stock Exchange Limited and Madras Stock Exchange Limited. Your company has complied with all the requirement of the Listing Agreement with the respective Stock Exchanges

RETIREMENT

In accordance with the provisions of the Companies Act, 1956 and the Company's Articles of Association, Mr. E. Subbarayan and Ms. D. Ruby, Directors of the Company retire at this Annual General meeting and being eligible they offer themselves for re-appointment.

AUDITORS

M/s. K Subramanyam & Co., Chartered Accountants, the Statutory Auditors of the Company hold office until the conclusion of the forthcoming Annual General Meeting and are eligible for re-appointment.

CORPORATE GOVERNANCE

Your Company has taken adequate steps to ensure that all mandatory provisions of Corporate Governance as prescribed under the Listing agreement of the Stock Exchanges are complied with.

A Separate report on Corporate Governance is attached as annexure to this report, along with the Auditor's Certificate on the compliance as annexure to the report.

FUTURE PROSPECTS

The prospects for your Company looks bright given the indicative growth of the industry as a whole.

PERSONNEL

During the year under review, no employee was in receipt of remuneration as prescribed under Section 217 (2A) of the Companies Act, 1956. Hence information required to be given under the said section read with the Companies (Particulars of Employees) Rule 1975 as amended has not been attached to this report.

PUBLIC DEPOSITS

The Company has not accepted any deposits from the public during the financial year ended 31st March 2007.

PARTICULARS RELATING TO CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND ADAPTATION AND FOREIGN EXCHANGE EARNINGS AND OUTGO :-

The details relating to conservation of energy, technology absorption and adaptation and foreign exchange earnings and outgo during the year under review are NIL.

DIRECTORS RESPONSIBILITY STATEMENT PURSUANT TO SECTION 217 (2AA) OF THE COMPANIES ACT, 1956.

The Directors hereby state:

1. That in preparation of Annual Accounts for the financial year ended 31st March 2007, the applicable accounting standards have been followed along with proper explanation relating to material departures;
2. That Directors had selected such accounting polices and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give true and fair view of the state of affairs of the Company at the end of the financial year as on 31st March 2007 and of the Profit of the Company for that period;
3. That Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
4. That the Directors have prepared the annual accounts on 'going concern' basis.

EXPLANATION OF AUDIT OBSERVATIONS

The company has filed writ petition and obtained stay order from Honorable Madras High Court.

ACKNOWLEDGEMENT

Your Directors take this opportunity to place on record their appreciation for the devoted services made by management, bankers, auditors and employees at all levels of the Company for the betterment of the organisation.

**BY THE ORDER OF THE BOARD
FOR ASHRAM ONLINE.COM LIMITED**

PLACE : CHENNAI
DATE : 30.06.2007

SD/-
**S PANNALAL TATIA
CHAIRMAN**